

P96000062310

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200001902102
-07/23/96--01108--007
*****78.75 *****78.75

SUBJECT: EL PARIAN, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: JOSE I. AISPURO
Name (printed or typed)

1218 NORTH MAIN STREET
Address

GAINESVILLE, FL 32601
City, State & Zip

352-335-7292
Daytime Telephone number

FILED
96 JUL 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See reservation letter
B. REGISTER JUL 25 1996

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1996

STEVEN L. BELL
PADGETT BUSINESS SERVICES OF HOUSTON CO.
3229 MERCER UNIVERSITY DRIVE
MACON, GA 31204

The name EL PARIAN, INC. has been reserved for 120 days beginning May 29, 1996. The reservation number is R96000002701 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 896A00026675

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: EL PARIAN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 1218 NORTH MAIN STREET GAINESVILLE, FL 32601

The mailing address of this corporation shall be: 1218 NORTH MAIN STREET GAINESVILLE, FL 32601

ARTICLE III SHARES

The corporation shall initially have the authority, acting by its Board of Directors, to issue not more than Fifty Thousand (50,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JOSE I. AISPURO 1218 N MAIN STREET GAINESVILLE, FL 32601

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: JOSE I. AISPURO 1957 NW 31ST AVENUE GAINESVILLE, FL 32601

ARTICLE VI PURPOSE

The corporation is a corporation for profit and is organized for the following purposes: to establish Mexican style restaurants; and, to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII DISTRIBUTION OF CAPITAL

The Board of Directors of the corporation may, from time to time, in its discretion and without approval by or authorization from the shareholders of the corporation, distribute to the shareholders out of capital surplus of the corporation a portion of its assets.

ARTICLE VIII PREEMPTIVE RIGHTS

The shareholders of the corporation shall have pre-emptive rights to acquire any unissued shares of the corporation. Additionally, the corporation may, upon adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE IX WAIVER OF MEETING

Any action required or permitted to be taken at a meeting of the shareholders of the corporation may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by persons who would be entitled to vote at a meeting those shares having voting power to cast no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted; provided that notice shall be given, within ten days of the taking of corporate action without a meeting by less than unanimous consent, to those shareholders on the record date whose shares were not represented on the written consent.

ARTICLE X DIRECTOR LIABILITY

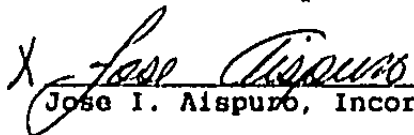
A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except (i) liability for any appropriation, in violation of his or her duties, of any business opportunity of the corporation; (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liabilities set forth in the Florida Business Corporation Act, as in effect from time to time; or (iv) liability for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to further eliminate or limit the liability of a director, then a director of the corporation, in addition to the circumstances in which a director is not personally

liable as set forth in the preceeding paragraph, shall not be liable to the fullest extent permitted by the amended Florida Business Corporation Act.

Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1996.

X 

Jose I. Aispuro, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EL PARIAN, INC.

2. The name and address of the registered agent and office is:

JOSE I. AISPURO
(NAME)

1218 NORTH MAIN STREET
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

GAINESVILLE, FL 32601
(CITY/STATE/ZIP)

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65 JUL 23 PM 1:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X Jose Aispuro
(SIGNATURE)

7-10-96
(DATE)