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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 FEB 15 AM 10:51

LAW OFFICES  
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\*  
Jorge R. Orta

Marvin B. Seidman  
of Counsel

Vidal Marino Velis  
of Counsel

February 7, 1999

Secretary Of State  
State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/15/99-01090-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

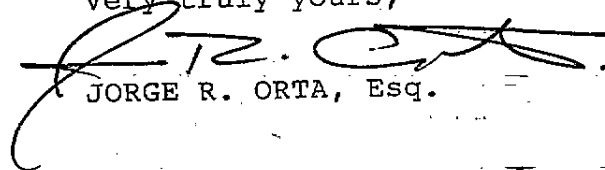
Re: DIEGO'S TAPAS BAYSIDE, INC.

Dear Sirs or Madams:

Enclosed, please find original and copy of the Articles of Incorporation of the above referenced corporation for filing, along with our check in the total amount of \$78.75, covering the filing fee (\$70.00) and the fee for a certificate under seal (\$8.75).

Please proceed to file and return a copy of the filed Articles along with the requested certificate, to us. If there are any further requirements, please inform immediately.

Very truly yours,



JORGE R. ORTA, Esq.

JRO/an  
Enclosure

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**ARTICLES OF INCORPORATION**

**OF**

**DIEGO'S TAPAS BAYSIDE, INC.**

**ARTICLE ONE  
(Name)**

The name of this corporation shall be:

DIEGO'S TAPAS BAYSIDE,, INC.

**ARTICLE TWO  
(Nature of Business)**

This corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

**ARTICLE THREE  
(Term of Existence)**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE FOUR  
(Number of Directors)**

This corporation shall at all times have at least two Directors. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation at all times have a minimum of one Director.

**ARTICLE FIVE  
(Amendment)**

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

**ARTICLE SIX  
(Capital Stock)**

This corporation shall have One Hundred (100) shares of common stock, with par value of \$1.00, each share. All said stock shall be payable in property, labor, services, or as otherwise be accepted by the Board of Directors and just valuation shall by them be applied thereof.

**ARTICLE SEVEN  
(Initial Office)**

The initial office address of this corporation in the State of Florida shall be:

65 Alhambra Plaza Coral Gables, Fl. 33134

The Board of Directors may from time to time move the principal office to any other address within the State of Florida.

**ARTICLE EIGHT  
(Initial Directors)**

The initial directors of this corporation shall be:

DIEGO LOZANO

**ARTICLE NINE  
(Subscribers)**

The name of each subscriber(s) to these Articles of Incorporation is/are:

<u>NAME</u>	<u>ADDRESS</u>
Diego Lozano	65 Alhambra Plaza Coral Gables, Fl. 33134

ARTICLE TEN  
(Resident Agent)

The name of the Resident Agent of this corporation for the purpose of service and for any other purpose for which a resident agent is required shall be:

<u>NAME</u>	<u>ADDRESS</u>
JORGE R. Orta	VIZCAYA VIEW PLAZA 2600 S.W. 3rd. <i>Avenue</i> Suite 800-B Miami, FL. 33129

IN WITNESS WHEREOF, I have here unto set my hand and seal, at  
County of Dade, State of Florida, on this 5 day of February 1999

  
\_\_\_\_\_  
DIEGO LOZANO

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

DIEGO'S TAPAS BAYSIDE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named, JORGE R. ORTA, 2600 S.W. 3rd. Avenue, Suite 800-B State of Florida, as its agent to accept service of process in Florida.

Signature:   
JORGE R. ORTA

Title: Registered Agent

Date: February 5, 1999

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Signature:   
JORGE R. ORTA

Date: February 5, 1999