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TELEPHONE (305) 371-0300

May 15, 1996

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-0250

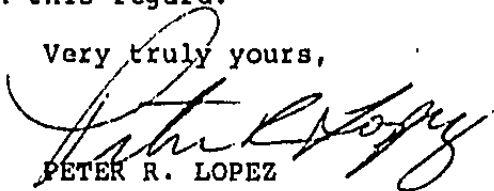
RE: Incorporation of Aguayo Enterprises, Inc.

Dear Sirs:

Enclosed regarding the above-captioned matter please find the original articles plus a copy for certification. Also enclosed is my check in the amount of \$122.50

Thanking you for your attention in this regard.

Very truly yours,


PETER R. LOPEZ

PRL/gh

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:10

ARTICLES OF INCORPORATION
OF
AGUAYO ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 17 AM 10:10

I, the undersigned hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a body corporate.

ARTICLE ONE

The name of the corporation shall be:

AGUAYO ENTERPRISES, INC.

and its existence shall be perpetual unless dissolved by operation of law.

ARTICLE TWO

The general nature of the business to be transacted by AGUAYO ENTERPRISES, INC. is to: (1) engage in retail restaurant sales to the general public. (2) The company is authorized to swap, sell, export, pawn and otherwise deal in the aforesaid business or things required in connection with or incidental to said business. (3) To acquire any and all trademarks, tradenames, trade symbols, and other indications of the origin and otherwise granted by or recognized under the laws of the United States or of any other country, state, territory or locality. (4) Its goodwill and its corporate franchise upon such terms and conditions as its Board of Directors deem expedient, and for the best interest of the corporation. (5) To carry on business or businesses at any place or places within the jurisdiction of the United States and all foreign countries; and to hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places. (6) Subject to the limitations and restrictions imposed by law, to do each and everything necessary and proper for the accomplishment of any one or more of the objects hereinbefore enumerated or conducive to or expedient for the interest or benefit of the corporation to conduct accordingly, and in addition, to exercise and possess all powers, rights, and privileges necessary or incidental to the purpose for which it is

engaged. (7) To engage in any business whatsoever either as principal or as agent, or both, as syndicate which the corporation may deem convenient or proper in furtherance of any of the purposes herein above-mentioned or otherwise, to conduct its business in the territories and possessions of the United States, and in foreign countries; and to have and to exercise all powers authorized by the laws of the State of Florida, under which the corporation is formed, as such laws are now in effect or may at anytime hereafter be amended.

ARTICLE THREE

Pursuant to the affirmative vote of the holders of at least the majority of the stock issued outstanding, having the right to vote, given at the stockholders meetings, duly called for the purpose or when authorized by the written consent of the holders of of the majority of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its goodwill and its corporation franchise, if there shall be any, upon such terms and such conditions as the Board of Directors would deem expedient and for the best interest of the corporation. All of the above shall be done and executed pursuant to proper notice of not less than (10) days prior to the date in which a meeting is to be scheduled.

ARTICLE FOUR

The capital stock of the corporation shall consist of Five Hundred (500) shares, having a value of One (\$1.00) Dollar and no/100, each for a total capital of Five Hundred Dollars (\$500.00).

ARTICLE FIVE

The amount of capital with which this company shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE SIX

The principal office of the corporation in this State

shall be:

18843 N.W. 89 Ave.
Miami, Florida 33015

ARTICLE SEVEN

The corporation shall be directed by three (3) directors and four (4) officers, who shall hold office for a term of two (2) years until an election shall have been had and is as follows:

Alfredo Aguayo President/Director
18843 N.W. 89 Ave.
Miami, Florida 33015

Olga Aguayo Vice President/Director
18843 N.W. 89 Ave.
Miami, Florida 33015

Lazaro Albuerne Secretary/Director
9106 N.W. 193 St.
Miami, FL 33015

Barbara M. Albuerne Treasurer
9106 N.W. 193 St.
Miami, FL 33015

ARTICLE EIGHT

The name and postoffice address of the subscriber to this Certificate of Incorporation is:

Alfredo Aguayo
18843 N.W. 89 Ave.
Miami, Florida 33015

in pursuance of Chapter 48.091 of Florida Statutes, the following is submitted pursuant to said act: AGUAYO ENTERPRISES, INC., desiring to incorporate under the laws of the State of Florida, with principal offices as indicated in these Articles of Incorporation has named ALFREDO AGUAYO, as its agent to accept service of process within the State of Florida, and to keep the office of such registered agent open at all times.

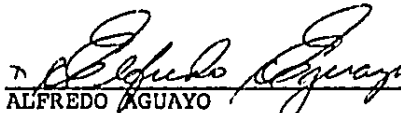
ARTICLE NINE

In the event that there shall be other shareholders coming into the company, that is, purchasing stock of the corporation, whether or not the officers or directors, all of those new stockholders who will purchase stock in the company, or from people who have purchased stock in the company, shall be bound by whether or not the officers or directors, all of those new stockholders who will purchase stock in the company, or from

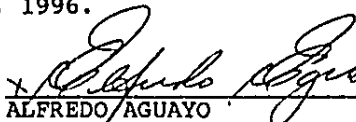
people who have purchased stock in the company, shall be bound by all of the articles or conditions, covenants herein contained and all of the Certificates of Stock of the corporation will bear an inscription on the reverse side thereof so indicating. The purpose hereof is to apprise each new stockholder that there are certain restrictions on the sale of stock of the corporation.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-captioned corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office, and to receive service of process.


ALFREDO AGUAYO
18843 N.W. 89 Avenue
Miami, Florida 33015

IN WITNESS WHEREOF, I being the original subscriber and incorporater of this corporation for the purposes of forming a corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida and accordingly set my hand and seal this 15th of May, 1996.


ALFREDO AGUAYO

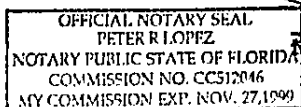
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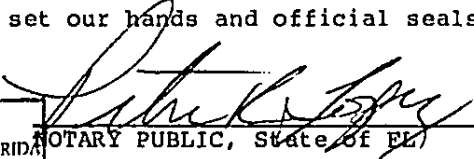
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ALFREDO AGUAYO, appearing as the subscriber and registered agent, with the address given supra. They are the persons who executed the foregoing Articles of Incorporation, and they have acknowledged before me that they did subscribe thereto and did so for the purpose therein expressed.

IN WITNESS WHEREOF, We have set our hands and official seals this 15th day of May, 1996.




NOTARY PUBLIC, State of FL