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TRANSMITTAL LETTER

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TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 28 PM 4:35

SUBJECT: EL PALACENO, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Rolando Castro
(Name of Person)
EL PALACENO, INC.
(Firm/Company)
2301 DAUDHINE ST.
(Address)
N. O. LA. 70117
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Rolando Castro at (504) 944-7606.
(Name of Person) Area Code & Daytime Telephone Number

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COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

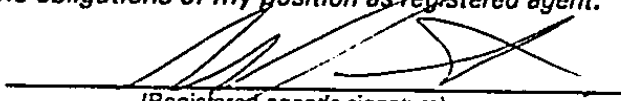
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. EL PALACENO, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. LOUISIANA
(State or country under the law of which it is incorporated)
3. 12-122454-60
(FEI number, if applicable)
4. JUNE 30, 1989
(Date of incorporation)
5. _____
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 2301 DAUPHINE ST.
NEW ORLEANS, LA. 70117
(MARKET) (Current mailing address)
8. WHOLE SALE OF EL PALACENO CAFE ESPRESSO
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: MARIA CASTRO
Office Address: 9840 HAMMOCKS BLVD
MIAMI, Florida, 33196
(Zip Code)

10. Registered agent's acceptance.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Rolando Castro

Address: 803 MARIGNY ST. N.O. LA. 70117

Vice President: _____

Address: _____

Secretary: INES CASTRO

Address: 803 MARIGNY ST.
N.O. LA. 70117

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Rolando Castro

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Rolando Castro

(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA
State of Louisiana

Fox McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
EL PALACENO, INC.

A Louisiana corporation domiciled at New Orleans,

Filed charter and qualified to do business in this State on
June 30, 1989,

I further certify that the records of this Office indicate
the corporation has paid all fees due the Secretary of
State, and so far as the Office of the Secretary of State is
concerned is in good standing and is authorized to do
business in this State.

I further certify that this Certificate is not intended to
reflect the financial condition of this corporation since
this information is not available from the records of this
Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

March 24, 1995

Fox McKeithen

SFO

Secretary of State



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