



THE UNITED STATES
CORPORATION
COMPANY

0000000036

ACCOUNT NO. : 072100000032

REFERENCE : 535501 7109980

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 125.00

ORDER DATE : December 31, 1999

ORDER TIME : 2:33 PM

ORDER NO. : 535501-005

CUSTOMER NO: 7109980

000003025420--2

CUSTOMER: David Wolfe, Esq
DAVID L. WOLFE, ESQ
DAVID L. WOLFE, ESQ
Suite 220
28000 Spanish Wells Boulevard
Bonita Springs, FL 34135

DOMESTIC FILING

NAME: TORTILLERIA LA RANCHERITA,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

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FILED
00 JAN -31 PM 1:00
RECEIVED
00 JAN -3 AM 8:51
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TORTILLERIA LA RANCHERITA, L.L.C.

A Limited Liability Company organized under Chapter 608, Florida Statutes.

The undersigned, being the initial members of a limited liability company to be formed under the Florida Limited Liability Company Act (the "Act"), hereby adopt these, the following Articles of Organization:

FIRST: The name of the limited liability company (the "Company") is:
TORTILLERIA LA RANCHERITA, L.L.C.

SECOND: The duration of the Company's existence shall be thirty (30) years from the date these Articles are filed with the Department of State of the State of Florida, unless earlier terminated as provided in Article SIXTH of these Articles.

THIRD: The mailing address, and the street address of the Company's principal office is 26751 Old U.S. 41 Rd., Unit #3, Bonita Springs, Florida 34135.

FOURTH: The name and street address of the Company's initial registered agent in the State of Florida shall be David L. Wolfe, Esq., 28000 Spanish Wells Blvd., Suite 220, Naples, Florida 34135.

FIFTH: Additional members may be admitted to the Company upon the approval of, and upon such terms and conditions, including whether any such additional members shall have management authority, as shall be established by members of the Company holding not less than a majority of the percentage shares of interest of the Company.

SIXTH: The Company shall be dissolved upon the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member; provided, however, that members then holding not less than a majority of the remaining percentage shares of interest of the Company may consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion, or dissolution of any member. Further, the Company shall be dissolved upon unanimous agreement of all members.

SEVENTH: The Company is initially to be managed by its members, and the names and addresses of the managing members are as follows:

Paul Judice
26751 Old U.S. 41 Rd., Unit #3
Bonita Springs, Florida 34135

Yesenia Olvera
26751 Old U.S. 41 Rd., Unit #3
Bonita Springs, Florida 34135

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SECRETARY OF STATE
ALLAHASSEE FLORIDA

who shall serve until the first meeting of members, or until their successors are elected and qualify.

EIGHTH: The members of the Company shall enter into a Membership & Operating Agreement to provide regulations for the affairs of the Company, and other matters concerning their relative rights, authorities, and obligations; provided, however, that said operating agreement shall not contravene these Articles or the Act.

NINTH: The purpose or purposes for which the Company is organized are: To engage in the transaction of any and all business in which limited liability companies may engage under the provisions of the Act.

IN WITNESS WHEREOF, the undersigned, being all of the initial members of the Company, for the purpose of forming a limited liability company under the Act, have executed these Articles, this 30th day of December, 1999.


PAUL JUDICE, Initial Member


YESENIA OLVERA, Initial Member

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

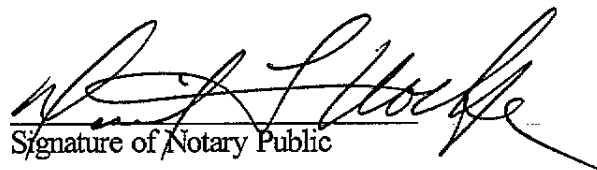
STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this 30th day of December, 19 99,
by PAUL JUDICE, who is personally known to me or who has produced
Florida Drivers License as identification; and, by YESENIA OLVERA, who
is personally known to me or who has produced Florida Drivers license as
identification.

(Seal)



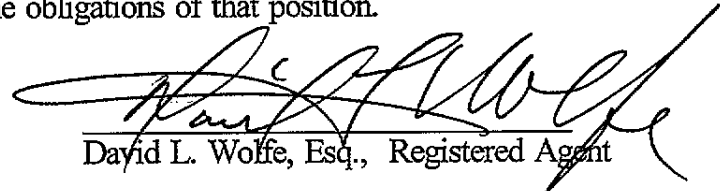
David L. Wolfe
My Commission CC681164
Expires September 27, 2001


Signature of Notary Public

My commission expires: _____

Print Name of Notary

I, David L. Wolfe, Esq., having been designated to act as registered agent of TORTILLERIA LA RANCHERITA, L.L.C, a Florida limited liability company, simultaneously with such designation hereby agree to act in this capacity; and, state that I am familiar with, and accept the obligations of that position.


David L. Wolfe, Esq., Registered Agent