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Rafferty, Gutiérrez & Sánchez-Aballí, P.A.

1101 Brickell Avenue
Suite 1400
Miami, Florida 33131
Office 305-373-0330 • Facsimile 305-373-2735

FILED

00 JAN 10 PM 2: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 5, 2000

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Latin Restaurants U.S.A., Inc.

Dear Sir or Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with a check in the amount of \$78.75 covering the following:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent Designation	35.00
	<u>\$78.75</u>

Please file the original and forward a certified copy to our office at you earliest convenience.

Thank you for your prompt attention with this matter. Please contact the undersigned at (305) 373-0330 if you need additional information.

Sincerely,

RAFFERTY, GUTIÉRREZ & SÁNCHEZ-ABALLÍ, P.A.


Tom Clark
Certified Legal Assistant

Enclosures

PH 1/18/2000 ✓

ARTICLES OF INCORPORATION
OF
LATIN RESTAURANTS USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

LATIN RESTAURANTS USA, INC.
c/o Rafael Sánchez-Aballí, Esq.
Rafferty, Gutiérrez & Sánchez-Aballí, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

c/o Rafferty, Gutiérrez & Sánchez-Aballí, P.A.
1101 Brickell Avenue, Suite 1400
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

Rafael Sánchez-Aballí, Esq.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the initial member of the first Board of Directors who shall hold office until his successor has been duly elected or appointed and has qualified is as follows:

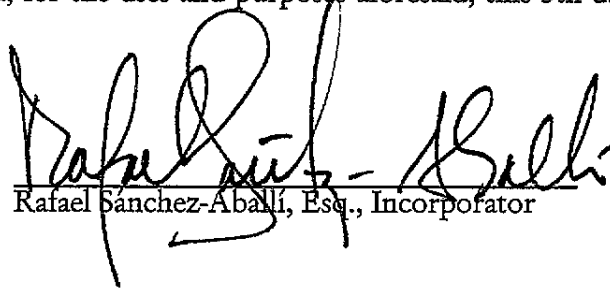
<u>Name</u>	<u>Street Address</u>
Manuel R. Tamargo	c/o Rafael Sánchez-Aballí, Esq. Rafferty, Gutiérrez & Sánchez-Aballí, P.A. 1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Street Address</u>
Rafael Sánchez-Aballí, Esq.	c/o Rafferty, Gutiérrez & Sánchez-Aballí 1101 Brickell Avenue, Suite 1400 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 5th day of January, 2000.



Rafael Sánchez-Aballí, Esq., Incorporator

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

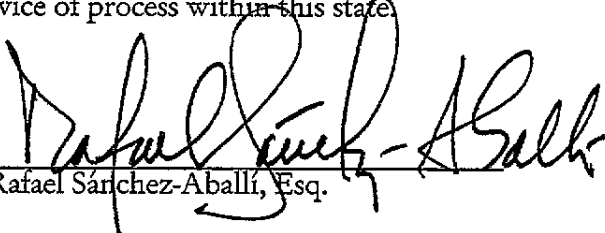
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Latin Restaurants USA, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at c/o Rafferty, Gutiérrez & Sánchez-Aballí, P.A., 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, has named Rafael Sánchez-Aballí, Esq., located thereat as its registered agent to accept service of process within this state.

By:


Rafael Sánchez-Aballí, Esq.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


Rafael Sánchez-Aballí, Esq., Registered Agent