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MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 373-3739

July 19, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 24 PM 12:24

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32319

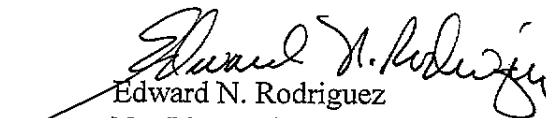
Re: Churro Fever Corp.

600003333186--3
-07/24/00--01091--011
*****35.00 *****35.00

Ladies and Gentlemen:

Enclosed please find two original Amended and Restated Articles of Incorporation of Churro Fever Corp. and our firm's check for \$35.00 representing the filing fee. Please call if you have any questions.

Sincerely,


Edward N. Rodriguez
Not Licensed in Florida

Enclosures

Amended & Restated Art.

VB-80

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 24 PM 12:24

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHURRO FEVER CORP.**

**Original Articles of Incorporation filed with
The Florida Department of State on January 24, 2000**

On July 11, 2000, the sole incorporator of Churro Fever Corp. (the "Corporation") duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is Churro Fever Corp. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 1665 West 49th Street, #1416, Hialeah, Florida 33012.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Registered Office & Registered Agent

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its registered agent at such office is Louis R. Montello.

ARTICLE V

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 11 day of July, 2000.



Myrna Sterling,
Sole Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Churro Fever Corp. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

July 11, 2000

**CERTIFICATE
OF THE
SOLE INCORPORATOR
OF CHURRO FEVER CORP.**

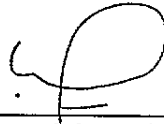
Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Churro Fever Corp. (the "Corporation"), attached hereto contains certain amendments to the Corporation's Articles of Incorporation.

(b) The Corporation has not issued shares and the Corporation's sole incorporator adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on July 11, 2000, pursuant to Section 607.1005 of the Florida Business Corporation Act.

CHURRO FEVER CORP.

By: _____



Myrna Sterling,
Sole Incorporator