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LEONARD ALTERMAN

ATTORNEY AT LAW

9116 CYPRESS GREEN DRIVE, SUITE 207
JACKSONVILLE, FLORIDA 32256
TELEPHONE (904) 739-3440
FACSIMILE (904) 730-7722

March 29, 2000
via Federal Express

500003190685--7
-03/30/00--01102--005
****472.50 *****78.75

Secretary of State of Florida
Corporation Division
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Incorporation (6 Corporations)

Gentlemen:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of 6 corporations which are all El Potro Mexican Restaurants:

FILED
00 MAR 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

El Potro Mexican Restaurant #28, Inc.
El Potro Mexican Restaurant #27, Inc.
El Potro Mexican Restaurant #26, Inc.
El Potro Mexican Restaurant #21, Inc.
El Potro Mexican Restaurant #18, Inc.
El Potro Mexican Restaurant #8, Inc.

Also enclosed is a check in the amount of $78.75 times 6 = $472.50 to you as payment for the following amounts on each corporation:

$35.00 - Filing Fee
8.75 - Certified Copy
35.00 - Resident Agent Designation

Please return the certified copies to me. Please call me if you have any questions.

Sincerely,

Leonard Alterman

Leonard Alterman

LA/bjw/Enclosures

ARTICLES OF INCORPORATION

OF

EL POTRO MEXICAN RESTAURANT #18, INC.

FILED
00 MAR 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be EL POTRO MEXICAN RESTAURANT #18, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 1553 Third Street North, Jacksonville Beach, Florida 32250.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of signing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of $1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent: Louis David

Address: 9141 Cypress Green Drive, Suite 2
Jacksonville, FL 32256

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number

of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

ARTURO ESCAMILLA
5669 Beney Road
Jacksonville, FL 32207

RAYMUNDO JAIME
12404 Largo Drive
Savannah, GA 31419

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

ARTURO ESCAMILLA
5669 Beney Road
Jacksonville, FL 32207

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this the 13th day of March, 2000.

ARTURO ESCAMILLA

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this day, before me, an officer duly authorized by law to take oaths and acknowledgments, personally appeared ARTURO ESCAMILLA, who executed the foregoing Articles of Incorporation, that he executed the same for the purposes therein expressed, ____ who is personally known to me (or) ____ who has produced Florida Driver's License No. E254-000-62-455-0 _____, as identification, and who ____ did ___✓ did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida, on this the 13th day of March, 2000.

Leonard M. Alterman

Notary Public
State of Florida at Large
My Commission expires:

Leonard M. Alterman
MY COMMISSION # CC893172 EXPIRES
December 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 MAR 30 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby am familiar with and accept the duties and responsibilities in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Louis David

LOUIS DAVID

Date March 13, 2000

Leonard M. Alterman
MY COMMISSION # CC893172 EXPIRES
December 18, 2003
BONDED THRU TROY FAIN INSURANCE, INC.