THE UNITED STATES **CORPORATION**

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: September 11, 2000

ORDER TIME : 11:41 AM

ORDER NO. : 827198-005

CUSTOMER NO: 7224592

CUSTOMER: Mr. Rafael J. Bentacourt

Mr. Rafael J. Bentacourt

7504 Nw 55th Street

Miami, FL 33166

DOMESTIC FILING

NAME:

CHEERLEADERS BAR & GRILL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

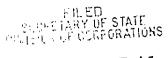
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY ____ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION

OF

CHEERLEADERS BAR & GRILL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHEERLEADERS BAR & GRILL, INC.

The address of the principal office of this corporation shall be 7504 Northwest 55th Street, Miami, Florida 33166, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 11461 Southwest 103rd Avenue, Miami, Florida, 33176, and the name of the initial registered agent of the corporation at that address is Nelson Froget.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Nelson Froget Dir.

11461 Southwest 103rd Avenue Miami, Florida 33176

Rafael Bentacourt Dir.

7504 Northwest 55th Street Miami, Florida 33166

Jose Alvarez Dir 7504 Northwest 55th Street Miami, Florida 33166

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on September 28, 2000.

Its Agent, Laura R. Dun an

Incorporator

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

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NELSON FROGET, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CHEERLEADERS BAR & GRILL, INC.

NELSON PROGET is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name (N NELSON FORGET)

dew