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October 24, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

00 OCT 25 PM 12:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: MOCTEZUMA BAR AND GRILL INC.

Dear Sir/Madam:

Enclosed herewith please find the original and two copy's of the Articles of Incorporation with regard to the above referenced corporation, together with one check in the amount of \$78.75 for the filing fees for this corporation.

Kindly process the Articles of Incorporation and return one certified copy in the envelope provided herein. Thank you for your courtesy and cooperation in this regard.

If you have any questions or comments, please feel free to contact this office.

Very truly yours,



Bonnie Sarabia
Legal Assistant to
Jay C. Preefer Esquire

Enclosures
JCP/bls

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F. CHESSER

OCT 25 2000

ARTICLES OF INCORPORATION
OF
MOCTEZUMA BAR AND GRILL INC.

FILED
00 OCT 25 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: MOCTEZUMA BAR AND GRILL INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation may engage in any activity of business permitted under the laws of the State of Florida, said corporation's primary purpose to be a Restaurant and Lounge.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$100.00 par value common stock, as follows:

DAVID RODRIGUEZ JAIMES-100 SHARES

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is: 308 NORTH DIXIE HIGHWAY, LANTANA, FLORIDA 33409, and the name of the initial registered agent of this corporation at that address is DAVID RODRIGUEZ JAIMES.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 308 NORTH DIXIE HIGHWAY, LANTANA, FLORIDA, and the

name of the initial registered agent of this corporation at that address is DAVID RODRIGUEZ JAIMES.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is: DAVID RODRIGUEZ JAIMES, 308 NORTH DIXIE HIGHWAY, LANTANA, FLORIDA.

ARTICLE IX

OFFICERS

The name of the initial officers of the corporation is:

DAVID RODRIGUEZ JAIMES

ARTICLE X

INCORPORATOR

The name of the persons signing these Articles: DAVID RODRIGUEZ JAIMES 308 NORTH DIXIE HIGHWAY, LANTANA, FLORIDA

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber hereunto executed these Articles of Incorporation, this 24th day of October, 2000.

DAVID RODRIGUEZ JAIMES
DAVID RODRIGUEZ JAIMES

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 24th day of October, 2000..

DAVID RODRIGUEZ JAIMES
DAVID RODRIGUEZ JAIMES

STATE OF FLORIDA

COUNTY OF PALM BEACH

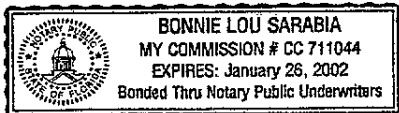
BEFORE ME, the undersigned authority, personally appeared DAVID RODRIGUEZ JAIMES, who, after being first duly sworn, deposes and states that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 24th day of October, 2000.

Bonnie Lou Sarabia

NOTARY PUBLIC/ STATE OF FLORIDA

My commission expires: 01/26/2002



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 25 PM 12:20

FILED