

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : BOSCH ACCOUNTING & TAX SERVICES CORPORATION

Account Number : I19990000045

Phone : (954) 730-0640

Fax Number : (954) 730-0292

FLORIDA PROFIT CORPORATION OR P.A.

CUZCO'S RESTAURANT, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Articles of Incorporation

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. Corporate Name

CUZCO'S RESTAURANT, INC.

ARTICLE II. Terms of Existence

This corporation will exist perpetually, unless dissolved according to Florida Law.

ARTICLE III. Nature of Business

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

ARTICLE IV. Capital Stock

The number of shares of stock that this corporation is authorized to have outstandingly at anyone time is: 1000 shares of common stock having \$1.00 par value per share. This corporation won't commence business until, at least the \$1000.00 have been received by it, as consideration for the issuance of shares.

ARTICLE V. Incorporator

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

Fabio E. Guzman
8480 Shadow Court
Coral Springs, FL 33071

Mario J. Cueva
426 Lakeside Circle
Sunrise, FL 33326

ARTICLE VI. Initial Registered Agent and Address

The name and street address of the initial registered agent are:

Fabio E. Guzman
8480 Shadow Court
Coral Springs, FL 33071

ARTICLE VII. Shareholders

The name(s) and street address(es) of the shareholder(s) to this corporation is(are):

Fabio E. Guzman [50.00%]
8480 Shadow Court
Coral Springs, FL 33071

Mario J. Cueva [50.00%]
426 Lakeside Circle
Sunrise, FL 33326

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ARTICLE VIII. Officers

The name(s) and street address(es) of the initial officer(s) of this corporation is(are):

Fabio E. Guzman [P,T,D]
8480 Shadow Court
Coral Springs, FL 33071

Mario J. Cueva [V,S,D]
426 Lakeside Circle
Sunrise, FL 33326

ARTICLE IX. Special Provision
[Losses on Small Business Stock]

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions, as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE X. Liquidation

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of the corporation will be payable and distributed to the Shareholder(s), Board of Directors, and Officers.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23rd day of October, 2000.

Fabio E. Guzman, Inc.

Fabio E. Guzman
Incorporator

*/**/*/*/*/*/*/*

STATE OF FLORIDA
COUNTY OF BROWARD

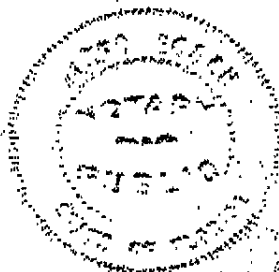
Before me personally appeared **Fabio E. Guzman and Mario J. Cueva**, to me well known, and known to me to be the person described in, and who executed the foregoing instrument, and acknowledged to and before me that said instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 23rd day of October, 2000.

Jairo Bosch

Jairo Bosch - Notary Public
Commission N° CC732269

My commission expires: May 3, 2002



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

CUZCO'S RESTAURANT, INC.

2. The name and street address of the registered agent are:

Fabio E. Guzman
8480 Shadow Court
Coral Springs, FL 33071

3. The mailing address of this corporation is:

8480 Shadow Court
Coral Springs, FL 33071

Signature: *Fabio E. Guzman*

Title: Registered Agent

Date: October 24, 2000

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as registered agent.

Signature: *Fabio E. Guzman*

Title: Registered Agent

Date: October 24, 2000

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