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A PROFESSIONAL ASSOCIATION

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REPLY TO: X

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OF COUNSEL:

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1000 S.W. 104th Street
MIAMI, FLORIDA 33176
(305) 73-9600
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P00000105036

November 7, 2000

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: LA FONDA PAISA RESTAURANT, INC.

Dear Gretchen:

Enclosed please find the Articles of Incorporation of LA PAISA FONDA RESTAURANT, INC.

We have also enclosed our firm's check in the amount of \$78.75 to cover the filing fee for the above-referenced entity.

Please process these documents as soon as possible and send me confirmation that the entity has been filed via fax at (305) 221-5321.

Should you require additional information, please do not hesitate to contact our offices.

Very truly yours,


Ivette Halphen Leon, Esq.

:IHL

Enclosure

FILED
00 NOV -8 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GF-70.00
GEXT 8.75

P00-105036
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ARTICLES OF INCORPORATION
OF
LA FONDA PAISA RESTAURANT, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

LA FONDA PAISA RESTAURANT, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Document Prepared By:
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

00 NOV - 8 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

MERY PAEZ
2420 S.W. 137th Avenue
Miami, Florida 33175

ARTICLE VI
MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION

The mailing address and the principal office of the Corporation is:

2420 S.W. 137th Avenue
Miami, Florida 33175

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

JOSE ANGARITA
8520 S.W. 133 AVENUE ROAD
BUILDING 4, APARTMENT 120
MIAMI, FLORIDA 33175

MERY M. PAEZ
15457 S.W. 47TH TERRACE
MIAMI, FLORIDA 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

JOSE ANGARITA
8520 S.W. 133 AVENUE ROAD
BUILDING 4, APARTMENT 120

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00 NOV - 8 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIAMI, FLORIDA 33175

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporators, have executed the foregoing Articles of Incorporation this 25th day of October, 2000.


Jose Angarita, Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV - 8 AM 9:45

FILED

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared JOSE ANGARITA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 25th day of October, 2000.


Notary Public

State of Florida at Large

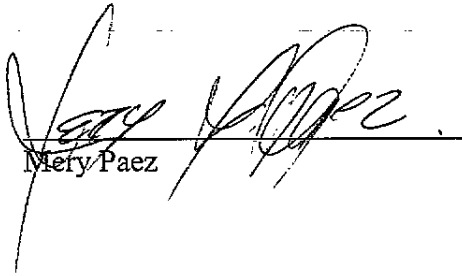
My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of LA FONDA PAISA RESTAURANT, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 7th day of November, 2000.


Mery Paez

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00 NOV -8 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA