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LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

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-01/04/01--01043--006
*****78.75 *****78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BIMINI PESCADERIA & RESTAURANT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
 01 JAN -4 PM 1:59
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 01 JAN -4 AM 10:59
 DIVISION OF CORPORATIONS

11/4

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CERTIFICATE OF INCORPORATION

OF

BIMINI PESCADERIA & RESTAURANT, INC.

i (We) the undersigned. do to hereby associate ourselves together and subscribe this Certificate of Incorporation+ for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

*****ARTICLE ONE*****

THE NAME OF THE CORPORATION SHALL BE
BIMINI PESCADERIA & RESTAURANT, INC.

*****ARTICLE TWO*****

.The corporation may engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

*****ARTICLE THREE*****

The maximum number of shares of stock which the corporation shall have outstanding at any time. Shall be Five Hundred (500) of stocks which shall be common stock

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true value thereof

*****ARTICLE FOUR*****

This corporation shall begin business with a minimum capital of the amount of Five Hundred (500) Dollars,

*****ARTICLE FIVE*****

This corporation shall have perpetual existence.

*****ARTICLE SIX*****

The principal office of the corporation shall be located
at:

10110 WEST FLAGLER STREET , MIAMI, FLORIDA, 33174

Other office for the transaction of business may be located
wherever the Directors may deem necessary or expedient.

*****ARTICLE SEVEN*****

The business of the corporation shall be managed by a Board
of Directors, who need not be stockholders of the corporation

The number of Directors, not less than one, shall fixed by
resolution of the stockholders at any regular or special
meeting subject to the manner of holding such meeting
prescribed by-laws

*****ARTICLE EIGHT*****

The names and post office addresses of the members of the Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have are as follows:

BOARD OF DIRECTOR	NAME	ADDRESS
President	MANUEL SANTANA	4840 N.W. 5T TERR MIAMI, FL 33126
Vice-President	Aida Gonzalez	4840 N.W. 5Th TERR MIAMI, FL 33126

*****ARTICLE NINE*****

The name and post office addresses of each of the subscribers to this Certificate of Incorporation and the number of shares of stock which subscriber agree to take, are as follows:

SUBSCRIBERS


Manuel Santana
250 Shares


Aida Gonzalez
250 Shares

*****ARTICLE TEN*****

THIS CORPORATION SHALL HAVE FULL POWER TO CARRY ON AND TRANSACT EACH OF ALL OF THE BUSINESSES ENUMERATED IN ARTICLE TWO OF THE CERTIFICATE, AND SHALL HAVE ALL THE GENERAL AND ADDITIONAL POWERS NOW AND HEREAFTER CONFERRED UPON BY LAW.

*****ARTICLE ELEVEN*****

THIS CORPORATION SHALL HAVE THE POWER TO ISSUED THE WHOLE OR ANY PART DETERMINED BY THE BOARD OF DIRECTORS. OF THE SHARES OF THE CAPITAL STOCKS AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE THEREOF SHALL BEEN PAID.

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*****ARTICLE TWELVE*****

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law on this certificate otherwise any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors.

All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof

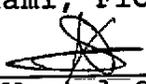
*****ARTICLE THIRTEEN*****

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

.Having been named as Registered Agent and to accept service of
.process for the above stated corporation at 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 related to
.the proper and complete performance of my duties, and I am
.familiar with and accept the obligations of my position as
.Registered Agent

.The corporation does hereby designate the following address
.as its principal office:

10110 West Flagler Street
Miami, Florida 33174



Manuel Santana
Registered Agent

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