

DC & Associates, P.A.

Certified Public Accountant

Member of FICPA

David C. Crowder, CPA

PO10000025811

February 23, 2001

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*****70.00 *****70.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: El Amigo Restaurant, Inc.

Gentlemen:

Enclosed please find one original and a copy of the Articles of Incorporation of El Amigo Restaurant, Inc. Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee and the designation of Registered Agent fee.

The effective time and date of the corporation is to be 12:01 a.m. March 1, 2001 Your assistance in establishing the corporation to be known as El Amigo Restaurant, Inc. is appreciated.

Please return the approved copy to the undersigned at DC & Associates.

Sincerely,

Ayn Kiven

Ayn Kiven

:avk

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01 MAR - 1 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W01-4953



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 2001

DC & ASSOCIATES PA
754 LAKE KATHRYN CIR
CASSELBERRY, FL 32707

SUBJECT: EL AMIGO RESTAURANT, INC.
Ref. Number: W01000004953

We have received your document for EL AMIGO RESTAURANT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 401A00013378

Revised

ARTICLES OF INCORPORATION

OF

EL AMIGO RESTAURANT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **El Amigo Restaurant, Inc.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (a) To engage in any activity or business permitted under the laws of the State of Florida and the United States of America; and,
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; and,
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property,

including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares at \$1.00 par value.

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred and 00/100 Dollars (\$100.00).

ARTICLE V - EFFECTIVE TIME & DATE OF DOCUMENT

Pursuant to Section 607.0123 (2) the effective date of incorporation is to be at

12:01 a.m. on March 1, 2001.

ARTICLE VI - TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial post office address of the principal office of the corporation is **1200 Lee Road, Orlando, Florida 32810**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1200 Lee Road, Orlando, Florida 32810** and the name of the initial registered agent of the corporation at that address is **Pablo A. Moreira**.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are

**Pablo A. Moreira
1200 Lee Road
Orlando, FL 32810**

**Gina Y. Martinez
6663 Blartern Court
Orlando, FL 32809**

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
Pablo A. Moreira of 1200 Lee Road, Orlando, Florida 32810.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - SUBSCRIBER

The name and the post office address of the subscribers to the Articles of Incorporation, the number of shares of common stock which each agrees to take, and the value of the consideration therefor, is:

Pablo A. Moreira	50	\$ 50.00
1200 Lee Road, Orlando, Florida 32810		

Gina Y. Martinez	50	\$ 50.00
6663 Blantern Court, Orlando, Florida 32809		

ARTICLE XIII - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock 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 the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

ARTICLE XIV - BUY-SELL AGREEMENT

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro rata share of any stock to be sold by an existing stockholder.

ARTICLE XV - LIABILITY OF SHAREHOLDERS

Pursuant to Section 607.0831, Florida Statutes, the directors of said corporation shall have no personal liability for the actions of the corporation unless specifically granted, in writing, by the shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of February, 2001.



Pablo A. Moreira

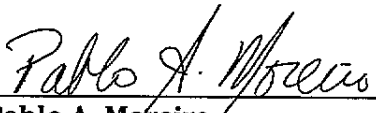
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of Section 607.0501, Florida Statutes the following is submitted, in compliance
with said act.

FIRST --- El Amigo Restaurant, Inc., desiring to organize under the laws of the State of Florida
with its principal office as indicated in the Articles of Incorporation at Orlando County, State of Florida,
has named **Pablo A. Moreira of 1200 Lee Road, Orlando, Florida 32810, County of Orange, State of
Florida**, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place
designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.


Pablo A. Moreira

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA