

PO10000028896

March 15, 2001

Secretary of State  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
01 MAR 16 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: RIO BURRITO, INC.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for the above named corporation.

Also enclosed is a check in the amount of \$~~322~~<sup>78.75</sup>50 representing the charter tax, filing fee, registered agent fee and a certified copy of the Articles.

Please file these Articles as soon as possible, noting the provision under Article II that the corporation's existence shall commence on the date of execution of the Articles.

Upon approval, please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

*Joseph Gullo*  
Joseph Gullo

305-936-9499

305-965-0121

100003855771--5

-03/16/01--01049--030

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please register none and one copy -

*Seb*  
3/21

(5)

ARTICLES OF INCORPORATION

OF  
RIO BURRITO, INC.

ARTICLE I - NAME

The name of this corporation is RIO BURRITO, INC., and its principal place of business is 1847 NE 211 Lane, NO. Miami Beach, FL 33179.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business, under the laws of the State of Florida or United States, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollars (\$1.00) par value common stock. No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance of additional shares only where minority interest are satisfactorily protected from dilution of their interest, and upon written agreement, without requirement of additional consideration.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

FILED

01 MAR 16 AM 9:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is Joseph Gullo, 1847 NE 211 Lane, No. Miami Beach, FL 33179.

#### ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have 1 director. 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 (1). The name and address of the Director(s) of this corporation are as follows:

PRESIDENT: Joseph Gullo  
1847 NE 211 Lane  
No. Miami Beach, FL 33179

#### ARTICLE IX - 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 X - INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

**ARTICLE XI**

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**ARTICLE XII-INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is Joseph Gullo, 1847 NE 211 Lane, No. Miami Beach, FL 33179.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 14th day of March, 2001.

*Joseph Gullo*  
Joseph Gullo

STATE OF FLORIDA )  
COUNTY OF BROWARD Miami-Dade

The foregoing instrument was acknowledged before me this 14th day of March, 2001, by Joseph M. Gullo who is personally known to me or has produced Florida Drivers License as identification and who did/did not take an oath.

*D. Fowler*  
\_\_\_\_\_  
Notary Public, State of  
Florida



Delma M Fowler  
My Commission CC895889  
Expires December 15, 2003

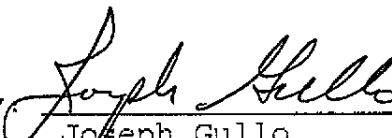
My Comm. Expires -

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That RIO BURRITO, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 1847 NE 211 LANE, in the City of NO. MIAMI BEACH, County of DADE, State of Florida, has named JOSEPH GULLO, located at the above address, as its agent to accept service of process within the State of Florida, who is familiar with and accepts the obligations of the position of Registered Agent under section 607.0505, Fla. Stat.


By

  
Joseph Gullo  
President

3-13-01

Date

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Joseph Gullo  
Resident Agent

3-13-01

Date

FILED

01 MAR 16 AM 9:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA