PO/OOO333087 IISI-ADMS FOREIGN EMPLOYMENT PLACEMENT & IMMIGRATION SERVICES

Stephanie Rogers, President
Gilberto Uribe, Vice President
Carlos Quintana, Sr. International Marketing Analyst
Camilo Orozco, Marketing Assistant
Pauline Foster, Sr. Recruiting Nurse

7850 N.W. 146th Street Suite 418 Miami Lakes, FL 33016 Business: 305-556-1455 Facsimile: 305-556-5052

e-mail: iisiadms@aol.com

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March 27, 2001

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32314

RE:

NINO'S BRAZILIAN GRILL, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the properly executed Articles of Incorporation for NINO'S BRAZILIAN GRILL, INC. and the appropriate fee. Please process the Articles of Incorporation for NINO'S BRAZILIAN GRILL, INC. and return to this office in the enclosed Federal Express package.

Should you have any questions, please do not hesitate to contact this office.

Thank you for your assistance and cooperation in this matter.

Sincerely,

Stephanie Rogers

SR:mc Enclosures FILED

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SECRETARY CONTAINS
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ARTICLES OF INCORPORATION

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SEURETARY OF STATE
TALLAHASSEE, FLORIDA

NINO'S BRAZILIAN GRILL, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE - I

The name of the corporation shall be:

NINO'S BRAZILIAN GRILL, INC.

ARTICLE - II

The general nature and purpose of the business is to provide assistance to the public which are permitted under the laws of the United States and this State, to and including restaurant services to the public, food service, preparation of meals, and any and all other services which may be performed as permit by the laws of the United States and foreign countries which are permitted under the laws of the United States.

ARTICLE - III

The maximum shares of stock that the corporation is authorized to have outstanding at any time are One Hundred (100) Shares of stock at no par value.

ARTICLE - IV

The amount of capital with which the corporation will begin business shall not be less than

One Hundred (\$100.00) Dollars.

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ARTICLE - V

The place of business as well as the principal office of this corporation shall be 8580 NW 6th Lane, Unit 103, Miami, Florida 33126, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall be rendered necessary or desirable. Said corporation shall also have the power to conduct its business outside of the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places of businesses.

ARTICLE - VI

The Business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the Corporation.

ARTICLE - VII

The Officers and Directors of this Corporation are governed by Florida Statutes under Subchapter "S" and shall be protected through said provision.

ARTICLE - VIII

The Business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the Corporation. The following subscribers shall also be the initial

officers and directors of the corporation, and they are as follows:

<u>OFFICER</u>	TITLE	ADDRESS
DENIS DE SOUZA	President/Chief Executive Officer/Director	8580 NW 6 Lane Unit 103 Miami, Florida 33126
VANESSA PEREIRA	Vice President/Director Executive Manager	8580 NW 6 Lane Unit 103 Miami, Florida 33126

DENIS De SOUZA

VANESSA PEREIRA

ARTICLE - X DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

I, STEPHANIE ROGERS, located at 7850 NW 146th Street, Suite 418, Miami, Florida 33016, having been elected to serve as Registered Agent to accept service of process on behalf of the above stated corporation, at the place designated in this certificate, and I hereby agree to act in such capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

STEPHANIE ROGERS

7850 NW 146 Street

Suite 418

Miami Lakes, Florida 33016

Telephone:(305) 556-1455

DATED: