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ACCOUNT NO. : 072100000032

REFERENCE : 124738 7269099

AUTHORIZATION

COST LIMIT : \$ 70

Patricia Pizzuto

ORDER DATE : April 23, 2001

ORDER TIME : 3:41 PM

ORDER NO. : 124738-005

CUSTOMER NO: 7269099

CUSTOMER: Mr. Charles R. Messina
Mr. Charles R. Messina
Ecb Burritto, Inc.
4446 Weston Road

Fort Lauderdale, FL 33331

DOMESTIC FILING

NAME: ECB BURRITTO, INC.

EFFECTIVE DATE:

600004045636--4

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught - EXT. 1134

EXAMINER'S INITIALS:

✓
4/24/01

FILED
2001 APR 23 PM 4:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR 23 PM 4:47
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

2001 APR 23 PM 4:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ECB BURRITTO, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ECB BURRITTO, INC.

The address of the principal office of this corporation shall be 4446 Weston Road, Fort Lauderdale, Florida 33331 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$0.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Charles R. Messina
Dir.

1516 Barcelona Way
Weston, Florida 33327

William Runnebaum
Dir.

15424 Southwest 31st Street
Davie, Florida 33331

FILED

2001 APR 23 PM 4:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

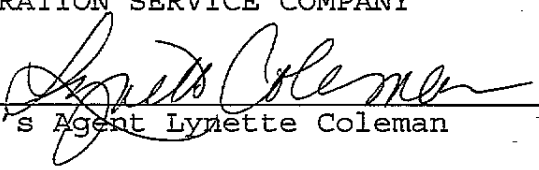
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on April 23, 2001.

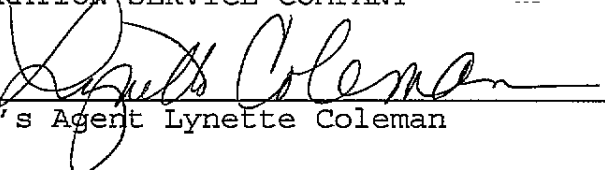
CORPORATION SERVICE COMPANY

By: 
It's Agent Lynette Coleman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
It's Agent Lynette Coleman