Pologoog 67777 Whittemore, Carrigan, Chavarria LLP

ttemore, Carrigan, Chavarria LLI CPA's & Associates 11282 W. Hillsborough Ave. Tampa, FL 33635 813 854-3233

July 9, 2001

Department of State Division of Corporations Post Office Box_6327 Tallahassee, Florida 32314

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SUBJECT: CHURRASCO GAUCHO RESTAURANT , INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75.

Please file the original articles and return the certified copy to me at the above address.

Sincerely,

Rosa M. Chavarria, Incorporator

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ARTICLES OF INCORPORATION OF CHURRASCO GAUCHO RESTAURANT, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit_in accordance with the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

CHURRASCO GAUCHO RESTAURANT, INC

The principle office and mailing address:

8601 N. Florida Ave., Tampa, FL 33604

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share.

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ARTICLE V

Registered Office and Registered Agent

Oscar Land

5527 Forest Haven Circle #212 Tampa, FL 33615-4026

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve a member thereof is as follows:

Oscar Land

5527 Forest Haven Circle #212 Tampa, FL 33615-4026

ARTICLE VII

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein state.

Rosa M. Chavarria, Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

In compliance with Section 48.901, Florida Statutes, the following is submitted:

CHURRASCO GAUCHO RESTAURANT, INC. with its principal place of business at City of Tampa, County of Hillsborough, state of Florida, has named Oscar Land of 5527 Forest Haven Circle, #212, Tampa, Florida 33615 as it's agent to accept service of process within Florida.

Rosa M. Chavarria Incorporator

Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Oscar Land, Registered Agent

07-09-01

Date

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SECRETARY OF STATE