

LAWRENCE R. STEINER, P.A.

ATTORNEY AT LAW

797 Douglas Avenue

Altamonte Springs, Florida 32714

(407) 774-7500

Fax (407) 774-6422

P01000076248

July 26, 2001

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32304

FILED
01 JUL 31 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTENTION: DIVISION OF CORPORATIONS

Re: El Cerro Mexican Restaurant, Inc.

000004503520--5

-07/31/01--01057--003

*****78.75 *****78.75

Dear Sir:

Enclosed herewith please find an original and one(1) copy of Articles of Incorporation for the above corporation, along with our check of \$78.75, which represents:

1. Filing fees	35.00
2. Certified copy	8.75
3. Registered Agent	<u>35.00</u>

\$78.75

Please return a certified copy to this office.

Thank you.

Sincerely,

Barbara Steiner

BARBARA STEINER
Legal Assistant

encl.

JB 8/3

ARTICLES OF INCORPORATION
OF
EL CERRO MEXICAN RESTAURANT, INC.

FILED
01 JUL 31 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is EL CERRO MEXICAN RESTAURANT, INC., whose principal office or mailing address is 12201 University Blvd., Orlando, Florida 32817.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to

others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12201 University Blvd., Orlando, Florida 32817, and the name of the initial registered agent of this corporation at that address is George L. Ibarra.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The names and addresses of the initial directors of this corporation are:

George L. Ibarra
1259 Marina Point, 1-113
Casselberry, Florida 32707

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

George L. Ibarra
1259 Marina Point, 1-113
Casselberry, Florida 32707

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - 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 XI - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 26 day of

July, 2001.



GEORGE L. IBARRA, Subscriber

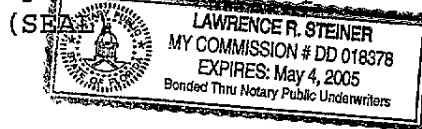
STATE OF FLORIDA

COUNTY OF SEMINOLE

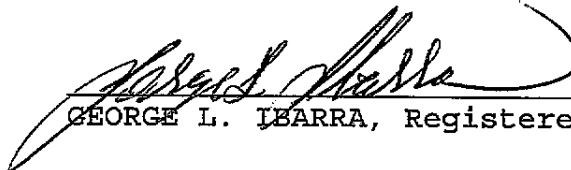
The foregoing instrument was acknowledged before me
this 26th day of July, 2001, by GEORGE L. IBARRA,
who is personally known to me or who has produced driver's
license as identification.


Notary Public

My commission expires:



Having been named registered agent to accept service of
process for the above-stated corporation, at the place designated
in the articles, I hereby accept to act in this capacity, and
agree to comply with the provisions of the Florida Statutes in
all matters relative thereto.


GEORGE L. IBARRA, Registered Agent

FILED
01 JUL 31 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA