

ARTICLES OF INCORPORATION
OF
MIAMI AMERICAN & LATIN CUISINE, *Inc.*

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

MIAMI AMERICAN & LATIN CUISINE, *Inc.*

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- a. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.
- b. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including causes in action, either as owner, broker, agent or factor.
- c. In the purchase or acquisition of property; business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- d. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ten (\$1.00) dollar par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is: 4160 West 16th Ave., Suite 502, Hialeah, FL 33012, and the name of the registered agent of this corporation at that address is: ELENA VIGIL-FARIÑAS, ESQ.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have TWO director(s) initially. The number of director(s) may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

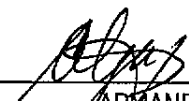
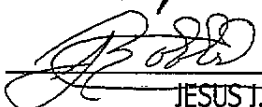
<u>NAME</u>	<u>ADDRESS</u>
Armando de Leon Pres/Sec	2690 West 72 nd Street Hialeah, Florida 33016
Jesus J. Robles	2555 Collins Avenue Apartment 500 Miami Beach, Florida 33140

ARTICLE VIII. INCORPORATION

The name(s) and address(es) of the incorporator(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
Armando de Leon Pres/Sec	2690 West 72 nd Street Hialeah, Florida 33016
Jesus J. Robles	2555 Collins Avenue Apartment 500 Miami Beach, Florida 33140

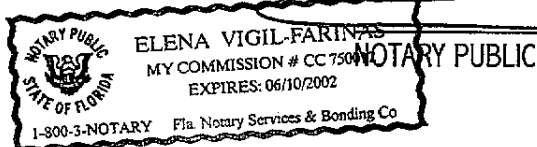
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged this articles of incorporation on this 24 day of September, 2001.


ARMANDO DE LEON

JESUS T. ROBLES

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared, Armando de Leon and Jesus J. Robles, to me to be the persons who executed these Articles of Incorporation of MIAMI AMERICAN & LATIN CUISINE, INC. and have acknowledged before me that they executed the same for the purposes expressed herein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 24 day of September, 2001.



My commission expires:

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to accept service of process for MIAMI AMERICAN & LATIN CUISINE, INC. at the place designated in the foregoing Articles of Incorporation, 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.

DATE: September 24, 2001

SIGNATURE: 

ELENA VIGIL-FARIÑAS, ESQ.