

FROM : BUSSINESS CHOICE, INC.A., IA FAX NO. :

Jan. 17 2002 04:18PM P1

Division of Corporations

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Florida Department of State

Division of Corporations

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To: Division of Corporations
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From: Account Name : BUSINESS CHOICE, INC.
Account Number : I20010000004
Phone : (954) 782-1829
Fax Number : (954) 782-1899

FLORIDA PROFIT CORPORATION OR P.A.

GAUCHAO HEAVEN GRILL, INC.

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ARTICLES OF INCORPORATION
of
GAUCHAO HEAVEN GRILL, INC.

The undersigned person(s), acting as incorporator(s) of a corporation for profit in compliance with Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is GAUCHAO HEAVEN GRILL, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:
3275 N. Federal Hwy
Pompano Beach, FL 33064

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is ONE THOUSAND FIVE HUNDRED (1,500) shares of common stock having \$1.00 (ONE DOLLAR) par value per share.

ARTICLE IV
REGISTERED OFFICE / AGENT & INCORPORATOR

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Regina M. Lemos
420 N.W. 46th ST
Pompano Beach, FL 33064

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BUSINESS CHOICE OF SOUTH FLORIDA, INC.
7401 N. Federal Hwy. # 324 Box c-9, Lighthouse Point, FL 33064
Ph.: (954) 782-1829 . Fax: (954) 782-1899 . Email: BChoice@mailcity.com

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ARTICLE V
CAPITAL STOCK

The Capital Stock of this Corporation may be issued pursuant to a plan under Section 1244, Internal Revenue Code of 1954, as amended by the Small Business Tax Provision of 1958. All of the stocks and securities in lieu of cash or at a just valuation to be determined by the Board of Directors of this Corporation.

ARTICLE VI
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VII
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 one Director initially. The names and residence addresses of the persons constituting the initial board of directors are:

Regina M. Lemos
420 N.W. 46th ST
Pompano Beach, FL 33064

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VIII
OFFICERS

The officers of the corporation shall be:

President: Regina M. Lemos
Secretary: Regina M. Lemos
Treasurer: Regina M. Lemos

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BUSINESS CHOICE OF SOUTH FLORIDA, INC.
7401 N. Federal Hwy. # 324 Box c-9, Lighthouse Point, FL 33064
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ARTICLE IX
REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X
AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XI
BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

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ARTICLE XII
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE XIII
OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

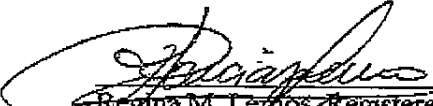
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Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Regina M. Lemos, Registered AgentJAN. 17.02
Date
Regina M. Lemos, IncorporatorJAN. 17.02
Date

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TALLAHASSEE, FLORIDA

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