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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/14/02-01028-004
*****70.00 *****70.00

SUBJECT: LAREDO MEXICAN RESTAURANT, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for above corporation and check in the amount of \$70.00.

FROM: Jose Ramirez
800 No. Temple Avenue
Starke, FL 32091
(904) 966-2323

Note: Additional copy of Articles is needed only when certified copy is requested.

FILED
02 MAY 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
LAREDO MEXICAN RESTAURANT, INC.

FILED
02 MAY 13 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of this corporation is **LAREDO MEXICAN RESTAURANT, INC.**

ARTICLE II – DURATION

The duration of this corporation shall commence upon acceptance and shall be perpetual.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 (one dollar) par value common stock.

ARTICLE V – MAILING ADDRESS

The principal office of the corporation shall be 800 North Temple Avenue, Starke, FL 32091 and the mailing address of the corporation is 800 North Temple Avenue, Starke, Florida 32091.

ARTICLE VI –

INITIAL REGISTERED AGENT – DESIGNATION AND ACCEPTANCE

The name and address of the initial registered agent and office of this corporation is:

Jose L. Ramirez
800 North Temple Avenue
Starke, FL 32091

Jose L. Ramirez signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 607.0202 and Section 621, Florida Statutes.

Jose L. Ramirez signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 607.0202 and Section 621, Florida Statutes.

I hereby accept the appointment as Registered Agent of **LAREDO MEXICAN RESTAURANT, INC.** and agree to act in that capacity.



JOSE L. RAMIREZ

ARTICLE VII – INCORPORATOR AND INITIAL BOARD OF DIRECTORS

The name and address of the directors of this corporation who are signing these Articles of Incorporation is as follows:

Jose L. Ramirez
800 North Temple Avenue
Starke, Florida 32091

Jose N. Reyes
64 W. Washington Street
Newnan, GA 30263

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) and the method of election of directors shall be governed by the By-Laws.

ARTICLE VIII – BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

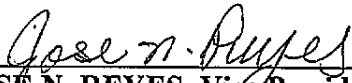
ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9th day of May, 2002.



JOSE L. RAMIREZ, President



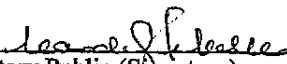
JOSE N. REYES, Vice President

**STATE OF FLORIDA
COUNTY OF BRADFORD**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jose L. Ramirez and Jose N. Reyes, who are either personally known to me or who have produced _____ as identification and who acknowledged before me that he is the person who executed the foregoing Articles of Incorporation. They did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 9th day of May, 2002.

CAROLE K. DECELLE
Print Name of Notary



Notary Public (Signature)
State of Florida at Large
My Commission Expires 5/23/02



CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


FILED

02 MAY 13 PM 12:20

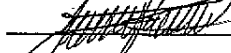
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of the Corporation is: LAREDO MEXICAN RESTAURANT, INC.
2. The name and address of the registered agent and office is: Jose L. Ramirez, 800
North Temple Avenue, Starke, FL 32091

Signature: 
(CORPORATE OFFICER)
Title: President
Date: 5/9/02

HAVING BEEN NAMED AS REGISTERD 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.

SIGNATURE: 
DATE: 5/9/02

REGISTERED AGENT FILING FEE: \$35.00