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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.**FRANCIS CAFETERIA, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FRANCIS CAFETERIA, INC.

We the undersigned incorporate for the purpose of becoming a Corporation under the laws of the State of Florida, providing for the formation, rights,--- privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the Corporation shall be:

FRANCIS CAFETERIA, INC.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized with the purpose to engage in the transaction of restaurant, cafeteria, catering and any other related field, and any other activities permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this Corporation shall have authority to issue and have outstanding at anyone time is: 500 at One Dollar each.

ARTICLE V

This Corporation shall begin business with no less than Five Hundred Dollars.

ARTICLE VI

The post office address of the principal office of this Corporation shall be:
1430 S.W. 1st Street (Rear), Miami, Florida 33135.

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ARTICLE VII

The name and address of the initial Registered Office of this Corporation is:
Rony Ruano, 1430 S.W. 1st Street (Rear), Miami, Florida 33135.

ARTICLE VIII

The business of the Corporation shall be managed by a Board of Directors and the number of Directors, no less than one, no more than five and shall be fixed by resolution of the stockholders at regular or special meetings, - subject to the manner of holding such meetings prescribed by the By-Laws.

ARTICLE IX

The name and post office address of the members of the Board of Director who shall serve as members thereof, are as follow:

NAME	OFFICE	ADDRESS
Rony Ruano	President and Secretary	1430 S.W. 1st Street (Rear) Miami, Florida 33135.
Silvio R. Quintana	Director	1430 S.W. 1st Street (Rear) Miami, Florida 33135.

ARTICLE X

Distribution to Incorporators is as follows:

NO SHARES HAVE BEEN ISSUED ALL REMAIN IN TREASURY.

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose of the stock of this Corporation, owned by him, first offer such stock to the remaining stockholders of this Corporation and obtaining their refusal to purchase -- same, proceed to sell at the Fair Market Value thereof.

ARTICLE XII

Amendments to the Articles of Incorporation, Merger, Consolidations or Dissolution, shall be approved and submitted to the Stockholders for -- Approval 51% of all votes will be necessary and thirty days notice, shall be provided.

ARTICLE XIII

This Corporation shall have full power to carry on and transact each or all business enumerated in Article III of this Articles of Incorporation. Shall have all the general and additional powers now conferred upon it by the laws and the By-Laws.

In Witness thereof, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this 8th Day of August, 2002.

Rony Ruano
Rony Ruano- Incorporator

STATE OF FLORIDA)

Before me, the undersigned authority duly authorized to administer oath and take acknowledgment, personally appeared :

RONY RUANO

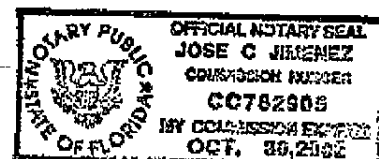
who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed .

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Miami, said County and State, this 8th Day of August 2002.

Jose C. Jimenez
Prepared By: Jose C. Jimenez, B.B.A. (Accountant & Notary Public)

454 N.W. 22nd Avenue, Suite 209, Miami, Florida 33125, Tel. 541-4714

CERTIFICATE OF DESIGNATION
REGISTERED AGENT - REGISTERED OFFICE



TOTAL P.06

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is: FRANCIS CAFETERIA, INC.

The name and address of the Registered Agent and office is: Rony Ruano
1430 S.W. 1st Street (Rear), Miami, Florida 33135.

Rony Ruano
Corporate Officer

Title: Secretary

Date: August 8, 2002.

Having been named to accept service of process for the above stated – Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree, to comply with the provisions of all statutes relative to the proper and complete performance of my duties and accept the duties and obligations of Section 607.325, Florida Statutes.

Rony Ruano
Rony Ruano, Registered Agent accepting
office.

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