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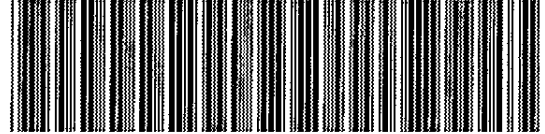
(Business Entity Name)

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509
W02-31113

10/30/02

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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STATE OF FLORIDA
TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CAFE NORTE USA, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

509

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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2002 OCT 30 PM 2:15

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

October 29, 2002

LAZARUS CORPORATE FILING SERVICE
3320 S.W. 87 AVENUE
MIAMI, FL

SUBJECT: CAFE NORTE USA INC.
Ref. Number: W02000031113

We have received your document for CAFE NORTE USA INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 102A00059440

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02 OCT 30 AM 11:51
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

2002 OCT 30 PM 2:15

CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Café Norte USA, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4343 West Flagler Str. Suite 203
Miami, FL 33134

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding. At any one time is:

ONE THOUSAND (1,000) shares of common stock, each share having the par value of \$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Amparo Carolyn Navarro
4343 West Flagler Str. Suite 203
Miami, FL 33134

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Carlos Nino Ruiz	-	4343 W. Flagler Str. Suite 203. Miami, FL 33174
Carlos Julian Ruiz		4343 W. Flagler Str. Suite 203. Miami, FL 33174
Amparo Carolyn Navarro		4343 W. Flagler Str. Suite 203. Miami, FL 33174
Enrique Jaramillo		4343 W. Flagler Str. Suite 304. Miami, FL 33174

ARTICLE VI DIRECTOR(S)

The officers of the Corporation shall be:

President:	Carlos Nino Ruiz
Vice-President:	Carlos Julian Ruiz
Secretary:	Amparo Carolyna Navarro
Treasurer:	Enrique Jaramillo

ARTICLE 7 – CORPORATION CAPITALIZATION

- 7.1 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature: provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of director(s) may deem advisable in connection with such issuance
- 7.2 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock on any class, whether now or hereafter authorize, or securities convertible into shares of its stock of any class, whether now or hereafter authorized,, for such consideration as the Board of Director(s) may deem divisible, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.3 The Board of Director(s) of the Corporation may, by Restated Articles of incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SUB-CHAPTER S CORPORATION

The corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall Continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as mended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or to her disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the corporation has elected to be an S Corporation, each share of stock issue by this Corporation shall contain the following legend:

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholder of the Corporation and transferability of the shares of stock of the Corporation. A copy of the shareholders' restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 – POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or theses Articles of Incorporation.

ARTICLE 11 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - 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 13 – 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 repeat 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.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – 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, on 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.

The undersigned incorporate(s) has (have) executed these Articles of Incorporation this 03 day of October 2002.

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2002 OCT 30 PM 2:15
NOTARY PUBLIC - FLORIDA

STATE OF FLORIDA

SS:

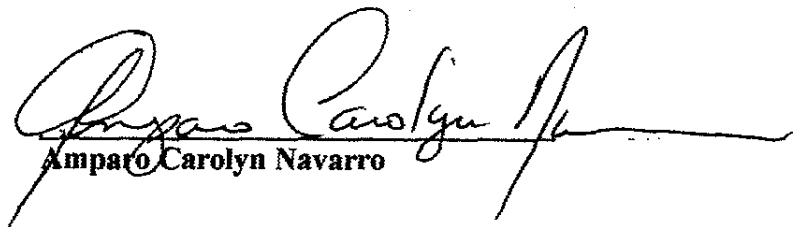
COUNTY OF DADE

Before me, the undersigned authority, personally appeared _____

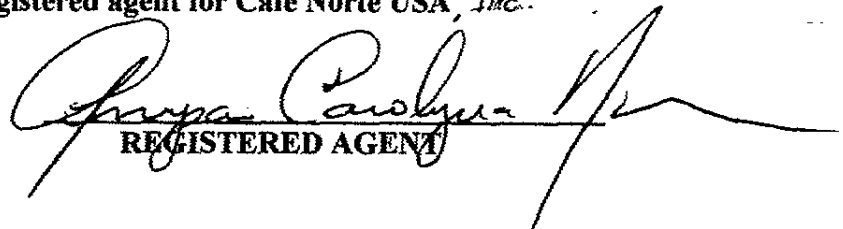
To me well known an known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledge to and before me that the executed said instrument for the purpose therein expressed.

WITNESS by hand and seal this 3th Day of October 2002.

NOTARY _____


Amparo Carolyn Navarro

Signed and dated this October 3, 2002, I hereby am familiar with and accept the duties and responsibilities as registered agent for Café Norte USA, Inc.


REGISTERED AGENT