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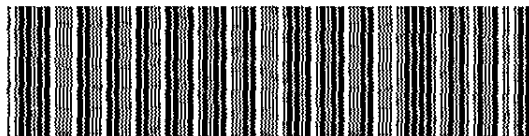
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02 DEC 11 AM 11:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

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02 DEC 13 PM 12:57
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002-34732

: SMITH, DEC 13 2002

✓
1/14/03

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. CAFE CON PIERNAS, 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"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

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02 DEC 13 AM 11:03
DIVISION OF CORPORATION

December 11, 2002

LAZARUS

SUBJECT: CAFE CON PIERNAS, INC.
Ref. Number: W02000034728

We have received your document for CAFE CON PIERNAS, 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 designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2003 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 602A00065563

ARTICLES OF INCORPORATION

CAFÉ CON PIERNAS USA, INC.

We the undersigned subscribers to these Articles of Incorporation, each as a natural person competent to contract, hereby associate to form a Corporation under the Laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be: CAFÉ CON PIERNAS USA, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation shall be: to sell and serve specialize coffee, and any other activities of business permitted under the Laws of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or other otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is nor to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, cancel, telegraph, cooperative association, fraternal benefits society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

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To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse purchase, hold sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock..

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock at \$ 1.00 per value per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00)

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the principal office of this corporation is: 8782 N.W. 141st Terrace, Miami, FL, 33018.

The Board of Director may from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time to time by-laws adopted by the stockholders.

ARTICLE VIII
BOARD OF DIRECTORS

The name and street address of the member of the first Board of Director is:

NAME	TITLE	ADDRESS
ALEXANDER POLANCO	President	8782 NW 141 Terr. Miami, Fl. 33018
JULIANA ALCANTU	Vice President	8782 NW 141 Terr. Miami, Fl., 33018

ARTICLE IX
SUBSCRIBERS

NAME	ADDRESS
ALEXANDER POLANCO	8782 N.W. 141 Terr. Miami, Fl., 33018
JULIANA ALCANTU	8782 N.W. 141 Terr. Miami, Fl., 33018


ARTICLE X
SHARES.

ALEXANDER POLANCO	250
JULIANA ALCANTU	250

ARTICLE XI
REGISTER AGENT

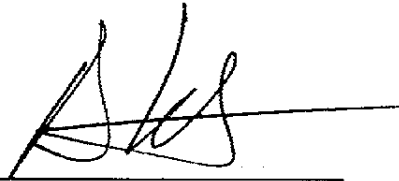
The name and address of the Register Office of this corporation shall be:
Alexander Polanco 8782 N.W. 141 Terr., Miami, Fl., 33018.

Pursuant to Florida Status Section 607.164, having been named to accept
process for the above State Corporation, at the place design in these Articles
of Incorporation, I hereby accept to agree to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.

By  _____

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provide by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders meeting by majority of the stock entitled to vote them on, unless the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.



ALEXANDER POLANCO
President

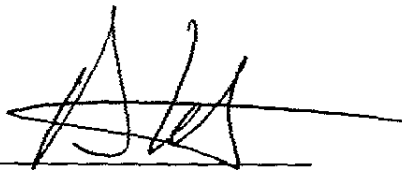


JULIANA ALCANTU
Vice President

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

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Having been made initial registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



ALEXANDER POLANCO

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