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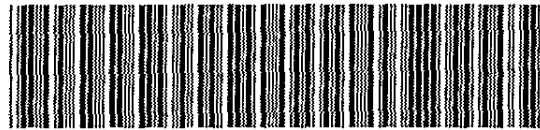
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03 MAR 17 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED

3-20-03
[Signature]

LAW OFFICES
MICHAEL H. LUBIN
A PROFESSIONAL ASSOCIATION
SUITE 202
1090 KANE CONCOURSE
BAY HARBOR ISLANDS, FLORIDA 33154
DADE (305) 865-6736
BROWARD (954) 763-8499
TELECOPIER (305) 865-6756
E-mail: lexacorp@aol.com

March 15, 2003

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

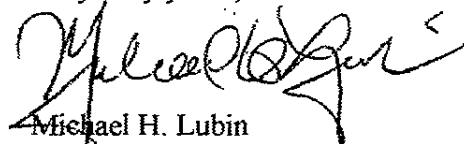
Re: LAS DELICIAS Y & E FRUITERIA & NURSERY, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the articles of incorporation for **LAS DELICIAS Y & E FRUITERIA & NURSERY, INC.**

Enclosed also is our check for \$78.75 for the filing fee and for the certified copy. Please return the certified copy to my above address. If you have any questions, please call me. Thank you.

Very truly yours,


Michael H. Lubin
MHL/m

enclosures - Articles of Incorporation

ARTICLES OF INCORPORATION

OF

LAS DELICIAS Y&E FRUITERIA & NURSERY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be LAS DELICIAS Y&E FRUITERIA & NURSERY, INC.

ARTICLE II NATURE OF BUSINESS

This corporation shall own and operate a restaurant for the service of both food and beverages and may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 1090 Kane Concourse, Suite 202, Bay Harbor Islands, FL 33154 and the name of the initial Registered Agent for the corporation at that address is Michael H. Lubin.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of two (2) directors. The initial Board of Directors shall consist of:

Yudith Gonzalez
Enrique L. Parra

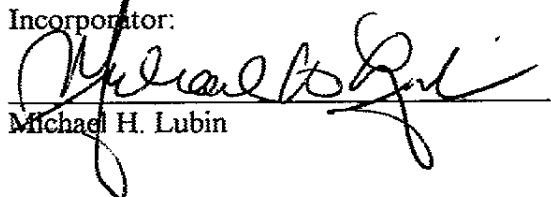
ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Michael H. Lubin
1090 Kane Concourse, Suite 202
Bay Harbor Islands, FL 33154

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15th day of March, 2003.

Incorporator:


Michael H. Lubin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI DADE)

The foregoing instrument was executed and acknowledged before me this 15th day of March, 2003, by Michael H. Lubin who is personally known to me or who produced Florida Drivers License L150-548-47-455 as identification.

My Commission Expires
OFFICIAL NOTARY SEAL
HARRIET F HORWEEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC944373
MY COMMISSION EXP. JULY 11, 2004

Harriet F. Horween
Notary Public
State of Florida

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. LAS DELICIAS Y & E FRUITERIA & NURSERY, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 1090 Kane Concourse, Suite 202, Bay Harbor Islands, FL 33154, has named Michael H. Lubin, whose address is 1090 Kane Concourse, Suite 202, Bay Harbor Islands, FL 33154, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Michael H. Lubin
Michael H. Lubin

STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of March 2003 by Michael H. Lubin who is personally known to me or produced Florida Drivers License L150-548-47-455 as identification.

My Commission Expires:

OFFICIAL NOTARY SEAL
HARRIET F HORWEEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC944373
MY COMMISSION EXP. JULY 11, 2004

Harriet F. Horween
Notary Public, State of Florida