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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. NANDO'S, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 31, 2003

LAZARUS

SUBJECT: NANDO'S, INC.
Ref. Number: W03000009011

We have received your document for NANDO'S, 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.

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) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 103A00019103

RECEIVED
03 APR - 1 PM 2:54
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

FILED

03 APR -1 AM 9: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF**

LA GROTTA, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the information, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

LA GROTTA, INC.

ARTICLE II

The corporation will engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The Corporation is authorized to issue and have outstanding and aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$100.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

The Name and Address of the Registered Agent in the STATE OF FLORIDA are:

ARNALDO ROSA DIAZ

2101 Atlantic Shores Blvd # 304
Hallandale Beach, Fl. 33009

The PRINCIPAL OFFICE: 2101 Atlantic Shores Blvd # 304
Hallandale Beach, Fl. 33009

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of the Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.



Arnaldo Rosa Diaz

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one, the number of Directors may be increased or decreased from time to time By the Laws but shall never be less than one.

ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are:

NAME:	ADDRESS:
Arnaldo Rosa Diaz President/Secretary	2101 Atlantic Shores Blvd. # 304 Hallandale Beach, Fl. 33009
Yotana Mercedes Hidalgo Vice-President/Treasurer	2101 Atlantic Shore Blvd. # 304 Hallandale Beach, Fl. 33009

ARTICLE VIII

The name and addresses of the Incorporators executing these Articles of Incorporation are:

NAME:	ADDRESS:
Arnaldo Rosa Diaz	2101 Atlantic Shores Blvd. # 304 Hallandale Beach, Fl. 33009
Yotana Mercedes Hidalgo	2101 Atlantic Shore Blvd. # 304 Hallandale Beach, Fl. 33009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

The names and addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

NAME:	ADDRESS	SHARES	CASH VALUE
Arnaldo Rosa Diaz	2101 Atlantic Shores Blvd Apt. # 304 Hallandale Beach, Fl. 33009	250	\$25000.00
Yotana M. Hidalgo	2101 Atlantic Shores Blvd Apt. # 304 Hallandale Beach, Fl. 33009	250	\$25000.00


ARTICLE X

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may be receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 26th day of March , 2003.



ARNALDO ROSA DIAZ
President/Secretary



YOTANA M. HIDALGO
Vice-President/Treasurer