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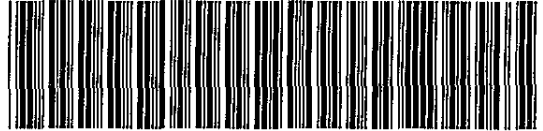
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Charles O. Morgan, Jr., P.A.
Attorneys at Law

1300 NORTHWEST 167TH STREET
SUITE 3
MIAMI, FLORIDA 33169

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TERESA A. PEREZ

TELEPHONE (305) 624-0011
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cmorganjr@aol.com

October 27, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: PADRINO'S CUBAN EXPRESS, INC.

Dear Sir:

Enclosed please find two (2) originals of the Articles of Incorporation of the above-named corporation.

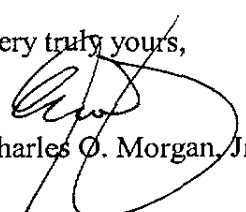
Please endorse your approval of these Articles of Incorporation on one copy, certify same and return to my office.

Our check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
	\$78.75

Thank you for your cooperation in this matter.

Very truly yours,


Charles O. Morgan, Jr.

COM: nr
Enclosures: as stated

**ARTICLES OF INCORPORATION
OF
PADRINO'S CUBAN EXPRESS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I.
NAME OF CORPORATION**

The corporation shall be known as:

PADRINO'S CUBAN EXPRESS, INC.

**ARTICLE II.
NATURE OF BUSINESS**

The general nature of this business and the proposed objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

A. To erect, construct, establish, purchase, lease, and otherwise acquire and to hold use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, stores, and generally to conduct the business of restaurateurs, caterers, and innkeepers, bakers, butchers, cooks, concessionaries, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities , to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, drinks and beverages of every kind and description, ice cubes, crushed and block ice; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

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B. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

C. To take, acquire, rent, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, construct, erect, build, equip, repair, improve and otherwise deal in, manage and dispose of real estate and real property (including but not limited to houses, commercial properties, apartment house, hotels and motels, and the operation thereof, and the leasing of rooms or apartments therein, both furnished and unfurnished), streets, sidewalks, reservoirs, waterworks, sewers, docks, fills, subdivisions, and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing, and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

D. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, or deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

E. To conduct its business at multiple locations, have one or more offices at multiple locations, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property (including franchises, patents, copyrights, trademarks and licenses) in the State of Florida, as well as in the District of Columbia, all other states, territories, possessions and dependencies of the United States, and all other countries or places whatsoever.

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

G. To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

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

I. To do all and everything necessary and proper for the accomplishments of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in the Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business whether or not such business is similar in nature to the purposes and objects set forth in the Certificate of Incorporation, or any amendments thereto.

J. To become a partner or joint adventurer with any other person, persons, corporation or corporations, and to cause to be formed and to promote and aid in every way in the formation of any corporations, domestic or foreign, public or private.

K. The foregoing provisions of this Article II shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner and the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article II, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the corporation may not lawfully carry on or exercise.

ARTICLE III. **CAPITAL STOCK**

A. The shares of the capital stock of this corporation, all of which shall be fully paid and non-assessable, shall consist of Six Thousand (6,000) shares of common stock with a par value of One Dollar (\$1.00) per share, and may be issued by this corporation, as, when, and for such considerations as may be fixed from time to time by the Board of Directors.

B. All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV. **INITIAL CAPITAL**

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and no/100 (\$500.00) Dollars.

ARTICLE V.
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI.
PRINCIPAL OFFICE AND REGISTERED AGENT

A. The initial street address of the principal office of this corporation in the State of Florida shall be 1405 South University Drive, Plantation, Florida 33324.

B. The Registered Agent of this corporation shall be CHARLES O. MORGAN, JR., 1300 Northwest 167th Street, Suite 3, Miami, Florida 33138.

ARTICLE VII.
BOARD OF DIRECTORS

A. The corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

B. The name of the sole director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified shall be:

Name and Office

MARIO PADRINO
1405 South University Drive
Plantation, Florida 33324

ARTICLE VIII.
INCORPORATORS

The name and address of the sole incorporator is as follows:

Name and Office

MARIO PADRINO
1405 South University Drive
Plantation, Florida 33324

**ARTICLE IX.
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Stockholders or Board of Directors, if applicable, and proposed to them by the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of October, 2003.



MARIO PADRINO

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared MARIO PADRINO, of Broward County, to me well known to be the person described herein as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal this 28th day of October, 2003.





Notary Public, State of Florida

Tashia Michelle Rice

Print Name

My Commission Expires: February 13, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT WHOM PROCESS MAY BE SERVED UPON**

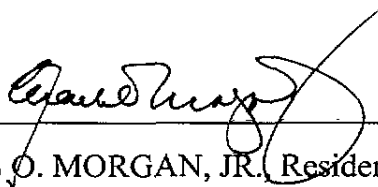
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PADRINO'S CUBAN EXPRESS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, Florida, has named CHARLES O. MORGAN, JR., located at 1300 Northwest 167th Street, Suite 3, City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above signed corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: _____



CHARLES O. MORGAN, JR. Resident Agent

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