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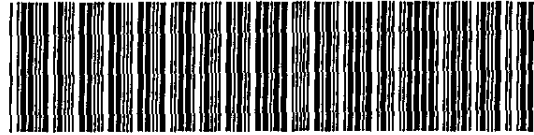
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# ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. & T.C.)  
IVETTE HALPHEN LEON (FL. & FED.)  
GEOFFREY DAVID ITTLEMAN (FL. & FED.)

REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 221  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

GARY S. BROOKS, ESQ. (FL. & FED.)\*  
GLENN J. HOLZBERG (FL.)\*

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TEL. (305) 273-9600

\*OF COUNSEL

4551 PONCE DE LEON BLVD  
CORAL GABLES, FLORIDA 33146

February 13, 2004

FEDERAL EXPRESS

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: *Mediterraneo Miami Chicken Corp.***

Dear Gretchen:

Enclosed please find the articles of incorporation for the above-named entity. Also enclosed is a money order in the amount of \$78.75. Please process these papers as quickly as possible.

Please provide us with a certificate of Good Standing for the corporation evidence of the filing of the enclosed documents by fax at (305) 221-5321. Please send me the originals by Federal Express for Next Day Delivery – we have a closing on Wednesday.

As always, thank you for your help in this matter.

Very truly yours,



Jennifer Aleman  
Enclosure

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**ARTICLES OF INCORPORATION**  
**OF**  
**MEDITERRANEO MIAMI CHICKEN CORP.**

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

**MEDITERRANEO MIAMI CHICKEN CORP.**

**ARTICLE II**  
**TERM OF EXISTENCE**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**  
**NATURE OF BUSINESS AND POWERS**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

*Document Prepared By:*  
*Richard A. Alayon, Esq.*  
*Florida Bar No.: 934290*  
*Alayon & Associates, P.A.*  
*2450 S.W. 137th Avenue, Suite 221*  
*Miami, Florida 33175*  
*(305) 221-2110*

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**ARTICLE V**  
**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&P Registered Agent, *INC.*  
2450 S.W. 137<sup>th</sup> Avenue, Suite #221  
Miami, Florida 33175

**ARTICLE VI**  
**MAILING ADDRESS OF THE CORPORATION**

The mailing address of the Corporation is the principal office of the Corporation as of the date of execution of these Articles, and is:

2450 S.W. 137<sup>th</sup> Avenue, Suite #221  
Miami, Florida 33175

**ARTICLE VII**  
**BOARD OF DIRECTORS & OFFICERS**

This corporation shall have three director(s) initially. The name and address of the initial director(s) of the corporation, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

**VICTOR RUIZ DE SOMOCURCIO, President, Treasurer and Director**  
2450 S.W. 137<sup>th</sup> Avenue, Suite #221  
Miami, Florida 33175

**JULIO CESAR SUBIRIA, Vice-President, Secretary and Director**  
2404 S.W. 137<sup>th</sup> Avenue, Suite #221  
Miami, Florida 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

**ARTICLE VIII**  
**INCORPORATOR**

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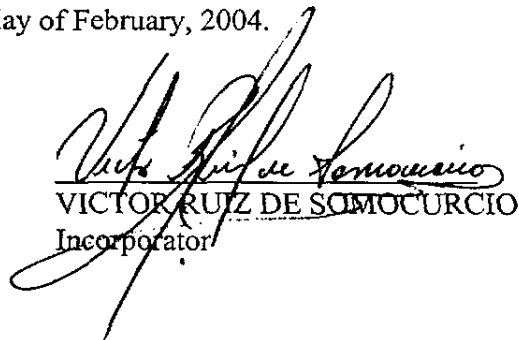
The name and address of the incorporator of the corporation is:

**VICTOR RUIZ DE SOMOCURCIO**  
2450 S.W. 137<sup>th</sup> Avenue, Suite #221  
Miami, Florida 33175

**ARTICLE XI**  
**AMENDMENT**

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

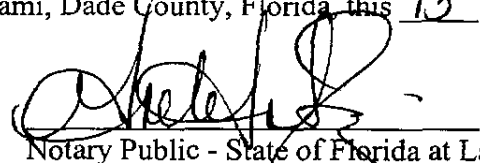
IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 13<sup>th</sup> day of February, 2004.

  
VICTOR RUIZ DE SOMOCURCIO  
Incorporator

STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public, personally appeared VICTOR RUIZ DE SOMOCURCIO, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 13<sup>th</sup> day of February 2004.

  
Notary Public - State of Florida at Large

My Commission Expires:



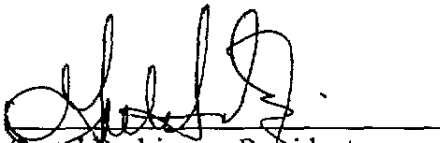
Gretel Rodriguez  
Commission # DD20061  
Expires Oct. 21, 2007  
Aaron Notary  
1-800-350-5161

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**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Mediterraneo Miami Chicken Corp. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 13<sup>th</sup> day of February, 2004.

  
Gretel Rodriguez, President  
A & P Registered Agent

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