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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**AGAVE MEXICAN CAFE & GRILL, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****AGAVE MEXICAN CAFE & GRILL, INC.**

The undersigned Subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE ONE**

The name of the corporation will be: AGAVE MEXICAN CAFE & GRILL, INC.

**ARTICLE TWO**

The corporation will have perpetual existence unless sooner dissolved according to law, and will commence corporate existence upon the filing of these Articles by the Department of State.

**ARTICLE THREE**

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in any activity or business permitted under the Laws of the State of Florida, and of the United States.

**ARTICLE FOUR**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which will be designated "Common Stock."

**ARTICLE FIVE**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds will have the right to purchase their pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE SIX**

The address of the Corporation's principal office, initial registered office, and mailing address is 420 Columbia Drive, Tampa, Florida 33606. The name of the initial registered agent of the Corporation located at its registered office is Norma Elizalde.

ARTICLE SEVEN

This corporation will have one director initially. The number of directors may be increased or diminished from time to time by the bylaws of this corporation, but will never be less than one. The name and address of the initial director of this corporation are:

Emelia Elizalde

420 Columbia Drive  
Tampa, FL 33606

ARTICLE EIGHT

The name and street address of the officers of this corporation who, subject to the provisions of the certificate of incorporation, will hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME and OFFICE

STREET ADDRESS

Emelia Elizalde/President

420 Columbia Drive  
Tampa, FL 33606

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board personally, by means of conference telephones, or as otherwise provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation will indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

The name and address of the incorporator of this corporation is Emelia Elizalde, 420 Columbia Drive, Tampa, FL 33606.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
on the 24<sup>th</sup> Day of February 2004.

Emilio R. Rzedo  
Incorporator

**ACCEPTANCE OF DESIGNATION**

Having been named as registered agent to accept service of process for the above stated  
corporation at the place designated in this certificate, I am familiar with and accept the  
appointment as registered agent and agree to act in this capacity.

Dated the 24<sup>th</sup> Day of February 2004.

Anna Elizabeth Velazquez  
Registered Agent

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