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A & T Accounting and Tax Service, Inc.
7098 Bonita Drive
Miami Beach, Florida 33141
(305) 868-5365

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DEPT. OF STATE
TALLAHASSEE FLORIDA

February 19, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Incorporation of LAS MARGARITAS MEXICAN BISTRO, INC.

Gentlemen:

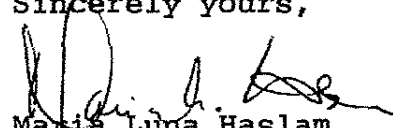
Please file the aforesaid corporation and return said
filed Articles and Resident Agent Form to:

A & T Accounting and Tax Service, Inc.
7098 Bonita Drive
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate
check for the filing fees together with the Articles of
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do
not hesitate to call us at (305) 868-5365 or write to us at
the above styled address.

Sincerely yours,


Maria Luna Haslam
A & T Accounting and Tax
Service, Inc.

at/MLH

cc: Archived

ARTICLES OF INCORPORATION

OF

LAS MARGARITAS MEXICAN BISTRO, INC.

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The undersigned, for the purpose of associating to
establish a corporation for the transaction of the business
and the promotion and conduct of the objects and purposes
hereinafter stated, under the provisions and subject to the
requirements of the Laws of the State of Florida, and we do
hereby file these Articles of Incorporation in writing and do
hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

LAS MARGARITAS MEXICAN BISTRO, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to
engage in the following activities:

- A.) The authority to engage in and transact, within
and without the State of Florida or the United
States, any and all lawful activities permitted
under the laws of the United States and/or of the
State of Florida for which corporations may be
incorporated under Chapter 607 of the Florida
Statutes;
- B.) The Corporation may more particularly engage in the
following businesses and/or activities:

- 1.) To engage in the food Industry, including but not limited to the business of operating a restaurant, bar, deli, emporium, bistro or any other related fancy food outlet or restaurant; styled facility. Furthermore, to engage in every aspect and phase of the restaurant business which shall include exporting and importing foods, whether frozen, prepared or otherwise;
- 2.) To engage in the business of marketing, sponsoring and promoting foods and food related brands of any nature and kind. This authority shall extend to endorsement of products and development of product lines more specifically in the Mexican styled cuisine.
- 3.) To engage in the business of wholesale and retail sales of any and all kind of goods and merchandise including all kind of foods items and more particularly in any and all world markets, both in the United States and throughout the world;
- 4.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 5.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate , deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 6.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and

deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

- 7.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated;
- 8.) To act as a purchase agent, develop sales seminars, vending seminars, sales consulting, resale, retail and wholesale businesses, develop and coordinate trade shows and exhibitions act as a distributor and or fulfillment agent for all types of merchandise or products both durable and non-durable;
- 9.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

ARTICLE FOUR **CAPITAL STOCK**

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

ANTHONY L. TRULLENQUE
7098 BONITA DRIVE
MIAMI BEACH, FLORIDA 33141

The corporate address and/or corporate headquarters shall be located at:

7098 BONITA DRIVE
MIAMI BEACH, FLORIDA 33141

ARTICLE SIX
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The name and address of the initial directors of the corporation are:

BERTHA PATRICIA ORTIZ
7098 BONITA DRIVE
MIAMI BEACH, FLORIDA 33141

JAVIER ORTIZ
7098 BONITA DRIVE
MIAMI BEACH, FLORIDA 33141

ARTICLE SEVEN
INCORPORATORS

The initial incorporator is as follow:

JAVIER ORTIZ
7098 BONITA DRIVE
MIAMI BEACH, FLORIDA 33141

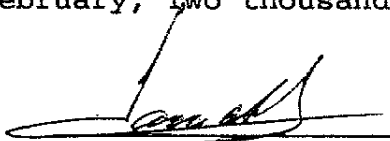
ARTICLE EIGHT
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 19th day of February, Two thousand and four (2004).


JAVIER ORTIZ

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take

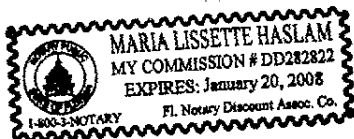
acknowledgments in the State of Florida, County of
Miami-Dade, and City of Miami Beach, personally appeared:

JAVIER ORTIZ

Known to me and by me to be the person who executed the
foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 19th day of February, two thousand and four (2004).

My commission expires:




Notary Public, State of Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

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CLERK OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE FLORIDA STATUTES, the following is submitted

in compliance with said Statutes:

FIRST--That LAS MARGARITAS MEXICAN BISTRO, INC.

is qualified to do business under the laws of the State of
Florida with its principal office at 7098 BONITA DRIVE,
City of MIAMI BEACH, State of FLORIDA, County of
Miami-Dade, and has appointed ANTHONY L. TRULLENQUE, as it's
agent to accept Service of Process within this State and
whose address is: 7098 BONITA DRIVE, MIAMI BEACH, FLORIDA
33141.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 

ANTHONY L. TRULLENQUE
REGISTERED AGENT