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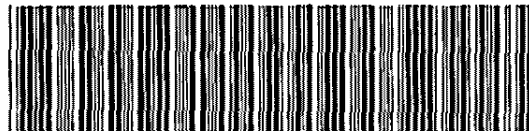
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*Attorneys and Counselors at Law*

*Offices in Kissimmee, Florida,  
Hollywood, Florida,  
San Juan, Puerto Rico  
and Caracas, Venezuela*

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May 19, 2004

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

**RE: EL RANCHITO LATINO DISTRIBUTION, Inc.**  
Filing of Articles of Incorporation

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the articles of incorporation for EL RANCHITO LATINO DISTRIBUTION, Inc. Said articles are accompanied by Money Order, in the amount of \$87.50, representing the amount required for filing fees, designation of registered agent, a certified copy, and a Certificate of Status.

If you need further information, do not hesitate to contact me.

Sincerely,

Hernán Cortés Rodríguez, Esq.

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**ARTICLES OF INCORPORATION**  
**OF**  
**EL RANCHITO LATINO DISTRIBUTION, INC.**

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**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is EL RANCHITO LATINO DISTRIBUTION, Inc. and its principal place of business shall be located at 6920 Ranchero Ct., St. Cloud FL 34771.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ONE HUNDRED ( 100 ) shares of common stock at ONE DOLLAR (\$1.00) par value, which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6920 Ranchero Ct., St. Cloud FL 34771, and the name of the initial registered agent of this corporation at that address is FREDDY PEÑA.

## **ARTICLE VII - DIRECTORS**

Initially, this corporation shall have TWO (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors is as follows:

<u>Name</u>	<u>Address</u>
Freddy Peña	6920 Ranchero Court Saint Cloud, FL 34771
Juan A. Lozano	2319 Santa Lucia St. Kissimmee, FL 34743

## **ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Freddy Peña President/Treasurer	6920 Ranchero Court Saint Cloud, FL 34771
Silvia Lozano Vice-President	2319 Santa Lucia St. Kissimmee, FL 34743
Juan A. Lozano Secretary	2319 Santa Lucia St. Kissimmee, FL 34743

## **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Freddy Peña President	6920 Ranchero Court Saint Cloud, FL 34771

## ARTICLE X - INDEMNIFICATION


The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

## ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 5/11, 2004.


By   
Printed Name Freddy Peña  
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that *EL RANCHITO LATINO, INC.*, desiring to organize or qualify under the laws of the State of Florida, has named Freddy Peña, located at 6920 Ranchero Ct., St. Cloud FL 34771, as its agent to accept service of process within Florida.


Dated: 5/11, 2004.

By   
Printed Name: Freddy Peña  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 5/11, 2004.

By   
Printed Name Freddy Peña  
Registered Agent

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