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LAW OFFICES OF  
**MANZO & ASSOCIATES, P.A.**

5095 S. WASHINGTON AVE., STE #104  
TITUSVILLE, FLORIDA 32780  
(321) 268-0220

RICHARD A. MANZO  
BOARD CERTIFIED CRIMINAL TRIAL  
BOARD CERTIFIED CIVIL TRIAL  
ALSO MEMBER OF TEXAS BAR



ARLENE HOFFMAN  
VERONICA JONES  
GAIL H. MOREY  
LEGAL ASSISTANTS

July 26, 2004

PLEASE REPLY TO:  
POST OFFICE BOX 599  
TITUSVILLE, FL 32781  
FAX: 268-5440

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

REGARDING: FILING OF NEW CORPORATION  
BANDITO'S FIESTA GRILL, INC.

Gentlemen:

Enclosed please find the following with regard to the filing of the above-referenced corporation:

1. Original and one copy of Articles of Incorporation;
2. Our check in the amount of \$70.00 payable to the Department of State representing the following costs:

Charter tax  
Filing Fee  
Registered Agent Fee

Please file the original Articles of Incorporation and return a copy to the undersigned. Your prompt attention is appreciated.

I remain,

Very truly yours,

RICHARD A. MANZO

RAM/vj

**FILED**

04 JUL 29 PM 2:39

**ARTICLES OF INCORPORATION OF**

**BANDITO'S FIESTA GRILL, INC.**

TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms this Corporation under the Laws of the State of Florida.

**ARTICLE I. NAME:** The name of the corporation shall be:

**BANDITO'S FIESTA GRILL, INC.**

**ARTICLE II. NATURE OF BUSINESS:** The general nature of the business or businesses of the Corporation and the objects and purposes proposed to be transacted, promoted or carried on by it, are as follows:

a. To buy, sell or otherwise acquire, handle, lease and dispose of real and personal property or any interest therein; to lay off, plat or subdivide lands into lots or blocks, and to dedicate parks, street, highways and alleyways thereon.

b. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

c. To buy, sell, manufacture, repair, alter, exchange, let or hire, export and deal in articles and things which may be required for the purpose of any business or commonly supplied or dealt in by persons engaged in such business, or which may seem capable of being profitably dealt with in connection with any of the Corporation's businesses.

d. To guarantee, or to acquire by purchase, subscription or otherwise, or hold for investment or otherwise, sell, assign, or transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, securities or evidences of indebtedness created by any other corporation or any state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, any corporation whose stocks, bonds, securities, or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities, or other obligations; and to do all and any such acts of things designed to accomplish any such purpose.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

f. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

g. To borrow money and contract for debts when necessary for the transaction of its business or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange,

debentures and other obligations and evidences of indebtedness, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation or for any of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien upon any or all of the property, rights, franchises or privileges of the Corporation, wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds or other evidences of indebtedness the right to convert the principle thereof into any preferred common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes and other obligations in such a manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of Article IX hereof.

h. To have and maintain one or more offices for the conduct of its business within and without the State of Florida without restriction as to place or amount.

i. In addition to the foregoing, the Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

**ARTICLE III. CAPITAL STOCK:** The maximum number of shares of stock that the Corporation is authorized to have outstanding any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE:** The Corporation is hereby authorized to exist perpetually.

**ARTICLE V. INITIAL OFFICE:** The initial office of the Corporation shall be located at:

990 Sabal Grove Drive, Rockledge, FL 32955

**ARTICLE VI. INITIAL REGISTERED AGENT:** The name and address of the initial registered agent is:

Richard A. Manzo, Esquire  
5095 S. Washington Avenue, Suite 104  
Titusville, FL 32780

**ARTICLE VII. DIRECTORS:** The initial Board of Directors shall consist of 4 members and the name and address of each member is:

Cesar G. Zapata, 990 Sabal Grove Drive, Rockledge, FL 32955

Martin Saldana, 990 Sabal Grove Drive, Rockledge, FL 32955

Ralph Smith, 990 Sabal Grove Drive, Rockledge, FL 32955

Paul Player, 990 Sabal Grove Drive, Rockledge, FL 32955

**ARTICLE VIII. OFFICERS:** The name, address and title of each initial officer of the Corporation until the first meeting of the Board of Directors is:

**President:** Cesar G. Zapata, 990 Sabal Grove Drive,  
Rockledge, FL 32955

**Vice-President:** Martin Saldana, 990 Sabal Grove Drive,  
Rockledge, FL 32955

**Secretary:**                      **Ralph Smith,** 990 Sabal Grove Drive,  
Rockledge, FL 32955

**Treasury:**                      **Paul Player,** 990 Sabal Grove Drive,  
Rockledge, FL 32955

**ARTICLE IX: REGULATION OF BUSINESS AFFAIRS:** The following additional provisions for the regulation of the Corporation's business affairs are adopted as a part of these Articles:

a. The Board of Directors from time to time shall determine whether and to what extent, and at which time and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them shall be open to inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution of the stockholders.

b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

c. The Directors may prescribe methods for replacement of lost stock certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

d. The original incorporators of the Corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article X hereof to any other person, or to the firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all of the

rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

e. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any of the Directors of the Corporation are interested in, or are a Director or Officer of such other corporation, and any Director, individually, or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from any association or corporation in which that Director may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any other entity without regard to the fact that said Director is also a director of or partner in such entity.

f. Unless otherwise determined by the Board of Directors, any holder of stock of the Corporation shall be entitled as a matter of right, to purchase or subscribe for any stock of any class which the Corporation may issue or sell whether or not exchangeable for any stock of the Corporation acquired by it after the issue whether issued for cash, labor done, personal or real property, leases thereof or other valuable consideration.

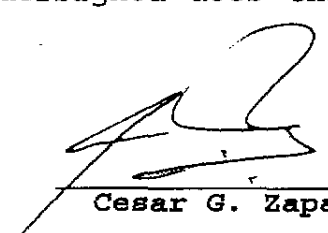
**ARTICLE X. RESTRICTION ON TRANSFER OF SHARES:** Any shareholder desiring to transfer any stock shall do so only in

accordance with the terms set forth in the by-laws or by separate agreement of the stockholders, which agreement, if any, shall be noted on the face of each certificate of stock issued.

**ARTICLE XI. SUBSCRIBER:** The name and address of the subscriber to these Articles of Incorporation is:

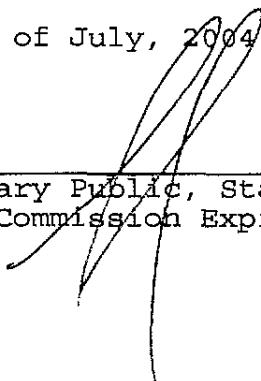
**Cesar G. Zapata**, 990 Sabal Grove Drive, Rockledge, FL 32955

IN WITNESS WHEREOF, the undersigned does this day set his hand and seal.

  
Cesar G. Zapata

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was sworn to and subscribed before me by **Cesar G. Zapata** who is personally known by me on this 26<sup>th</sup> day of July, 2004.

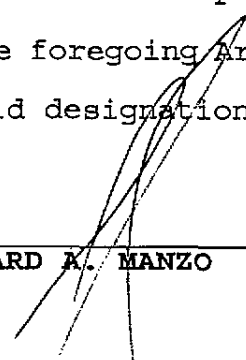
  
Notary Public, State of Florida  
My Commission Expires:



Richard A. Manzo  
Commission # DD125276  
Expires July 13, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for the Corporation at the Registered Office and designated in the foregoing Articles of Incorporation, the undersigned accepts said designation.

  
RICHARD A. MANZO