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SANTA CRUZ COUNTY, CALIFORNIA

HAUSMAN AND FARBER, P.A.
20283 STATE ROAD 7, SUITE 300
BOCA RATON, FLORIDA 33498
Telephone: (561) 883-8111
Fax: (561) 883-8112

DEBORAH K. HAUSMAN*
ANDREW E. FARBER*

***ADMITTED TO FLORIDA AND NEW YORK BARS**

October 8, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

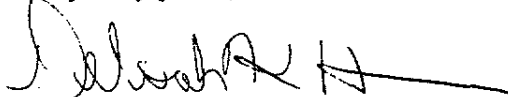
Re: Articles of Incorporation of
Buns and Tortillas, Inc.

Dear Sir/ Madame:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for Buns and Tortillas, Inc. for filing, along with a check in the amount of \$70.00 to cover the cost of same.

Thank you in advance for your anticipated courtesies. If you have any questions please feel free to contact the undersigned.

Very truly yours,



Deborah K. Hausman
DKH:bg
Enclosure

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Buns and Tortillas, Inc.

Article I-Name

The name of this corporation is Buns and Tortillas, Inc.

Article II - Commencement

The existence of this corporation shall commence with the filing of these Articles of Incorporation.

Article III – Purpose

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

Article IV – Capital Stock

This corporation is authorized to issue 150,000,000 shares of \$0.001 par value common stock.

Article V – Initial Registered Office and Agent

The street Address of the initial registered office of this corporation is 20283 State Road 7, Suite 300, Boca Raton, Florida 33498 and the name and address of the initial registered agent is Hausman and Farber, P.A., 20283 State Road 7, Suite 300, Boca Raton, Florida 33498.

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Article VI – Principal Office

The principal office and mailing address of this corporation shall be 20283 State Road 7, Suite 300, Boca Raton, Florida 33498.

Article VII – Initial Board of Directors

This corporation shall have three directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial directors are:

Paul Wakefield	20283 State Road 7, Ste. 300, Boca Raton, Florida 33498
Charlene Massing	20283 State Road 7, Ste. 300, Boca Raton, Florida 33498
Jeff Naugle	20283 State Road 7, Ste. 300, Boca Raton, Florida 33498

Article VIII – Incorporator

The name and address of the person signing these Articles is Deborah K. Hausman, 20283 State Rd. 7, Suite 300, Boca Raton, Florida 33498

Article IX – Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article X – Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, this corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of her or her services as an officer or director of the corporation.

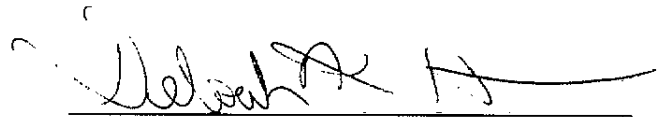
Article XI – Opt Out Provisions

This corporation shall not be governed by the provisions contained in Section 607.0901 and 607.0902, Florida Statutes, regarding Affiliated Transactions and Control Share Acquisitions.

Articles XII – Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 2004.

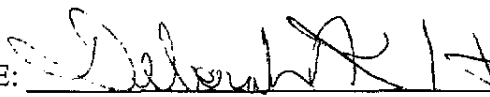
A handwritten signature in black ink, appearing to read 'Deborah K. Hausman', is written over a horizontal line.

Deborah K. Hausman, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED.

FIRST -----Buns and Tortillas Inc. DESRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPLE PLACE
OF BUSINESS LOCATED AT 20283 STATE ROAD 7, SUITE 300, IN THE CITY OF
BOCA RATON, STATE OF FLORIDA, HAS NAMED HAUSMAN AND FARBER,
P.A. LOCATED AT 20283 STATE ROAD 7, SUITE 300, CITY OF BOCA RATON,
STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: 

Hausman and Farber, P.A.

By: Deborah K. Hausman, President
October 8, 2004

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TALLAHASSEE, FLORIDA

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 I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance performance of my duties.

SIGNATURE: 

Hausman and Farber, P.A.

By: Deborah K. Hausman, President
October 8, 2004