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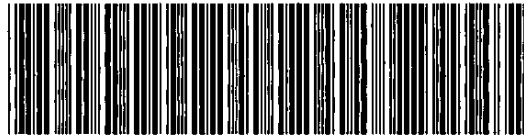
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FILED
06 OCT 18 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
TEQUILA ROCK DANCE RESTAURANT, INC.**

FILED
06 OCT 18 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tequila Rock Dance Restaurant, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), does hereby certify as follows:

(a) The name of the Corporation is Tequila Rock Dance Restaurant, Inc., The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Florida on December 16, 2004.

(b) This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 607.1006 and 607.1007 of the Florida Business Corporation Act and restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation. The amendments contained therein were recommended by the Board of Directors and approved and adopted by the shareholders on October 16, 2006 in accordance with Section 607.1003 of the Florida Business Corporation Act; the vote for approval was cast by the corporation's shareholders, and so said vote was sufficient for approval of these amendments.

(c) The text of each Amendment adopted and thereupon incorporated into the Amended and Restated Certificate of Incorporation of the Corporation is set forth as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
TEQUILA ROCK DANCE RESTAURANT, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is Tequila Rock Dance Restaurant, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2235 W. Flagler, Miami, FL 33135.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2235 W. Flagler, Miami, FL 33135. The name of the registered agent at such address is Carlos Cotrina.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. Director: The following Director is named as of the date of filing of this document with the Florida Secretary of State: **German Cotrina**.

ARTICLE VIII

Officers

1. President and Secretary, as of the date of filing of this document with the Florida Secretary of State: **Jesus Roger Cotrina**

ARTICLE IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XII

Transfer of Shares

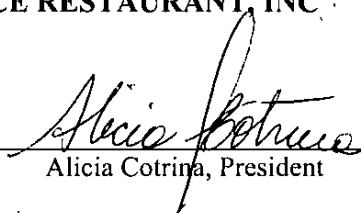
If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of filing these Amended and Restated Articles of Incorporation under the laws of the State of Florida, does make, file and record these Amended and Restated Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Alicia Cotrina, President, on this 16th day of October, 2006.

TEQUILA ROCK DANCE RESTAURANT, INC.

By:


Alicia Cotrina, President