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FLORIDA PROFIT CORPORATION OR P.A.

Ramiro's Restaurant, Inc.

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ARTICLES OF INCORPORATION

OF

RAMIRO'S RESTAURANT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **Ramiro's Restaurant, Inc.** (the "Corporation").

PRINCIPAL ADDRESS

The principal address of the Corporation is 2833 Bird Avenue, Miami, Florida 33133.

MAILING ADDRESS

The mailing address of the Corporation is c/o Estrella & Diaz-Leyva, P.A., 3750 West Flagler Street, Miami, Florida 33134.

ARTICLE II

REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation is: **Estrella & Diaz-Leyva, P.A., 3750 West Flagler Street, Miami, Florida 33134.**

ARTICLE III

DURATION

The duration of the Corporation is perpetual.

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ARTICLE IV

PURPOSES

The general purposes for which the Corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

POWERS OF THE CORPORATION

The Corporation shall have the same powers, construed as broadly as possible, of an individual to do all things necessary and convenient to carry out its purposes, business and affairs, subject to any limitations imposed by applicable law or these Articles of Incorporation.

ARTICLE VI

AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time is **ONE HUNDRED (100)** shares of common stock. Such shares shall be of a single class, and shall have a par value of **One Dollar (\$1.00)** per share. The foregoing may be amended at any time as provided in the Bylaws of the Corporation and by applicable law.

All holders of shares of common stock shall be identified with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any

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ARTICLE IX**DIRECTORS AND OFFICERS**

The Directors of the Corporation shall be elected, appointed and removed from office by a majority of the Shareholders or as otherwise specified in the By-Laws of the Corporation. The number of Directors constituting the Board of Directors of the Corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of Directors constituting the initial Board of Directors is one (1). The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Nicolas Estrella	3750 West Flagler Street Miami, Florida 33134
Luis Burguera	24 Avenida Leonor Roosevelt San Juan, Puerto Rico 00918

The officers of the Corporation shall be elected, appointed and removed from office by a majority of the Directors or as otherwise specified in the By-Laws of the Corporation. The following person(s) shall serve as the initial officer(s) of the Corporation and shall hold the position/office designated beside his or her name until his or her resignation or until a successor is duly elected and appointed:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Nicolas Estrella	3750 West Flagler Street Miami, Florida 33134
Vice President	Luis Burguera	24 Avenida Leonor Roosevelt San Juan, Puerto Rico 00918

ARTICLE X**EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

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ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter proscribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. In the event of a conflict between the terms and conditions of these Articles of Incorporation and the Bylaws of the Corporation, the terms and conditions of these Articles of Incorporation shall control.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of the Corporation is:

Estrella & Diaz-Leyva, P.A.
3750 West Flagler Street
Miami, Florida 33134

ARTICLE XIII


INDEMNIFICATION

The Corporation shall indemnify each director, officer, incorporator and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer, incorporator or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 6 day of January, 2005.

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ESTRELLA & DIAZ-LEYVA, P.A.

By: 
Daniel J. Diaz-Leyva, Director

**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

ESTRELLA & DIAZ-LEYVA, P.A.

By: 
Daniel J. Diaz-Leyva, Director

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