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(Requestor's Name)

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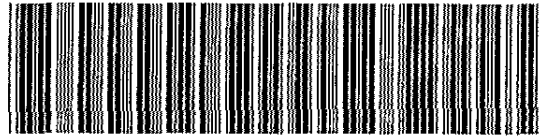
(Business Entity Name)

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APPROVED
AND
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05 FEB -1, PM 2:54
 SELECTED BY SA
 CAL. ADV. SEC. - LORNOVA

CD 2-11

TRANSMITTAL LETTER

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

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.50, as required by the State of Florida, to cover the Incorporation Fee and a certified copy.

FROM: Gerry Shoup
35 Cove Lane
Eustis, FL 32726
(352)-267-8969

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
HABANERO'S MEXICAN GRILL, INCORPORATED

05 FEB -4 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporations Act.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

HABANERO'S MEXICAN GRILL, INCORPORATED.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporations Act.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 100 shares of stock with a value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED AGENT AND ADDRESS OF CORPORATION

The name and address of the initial registered agent is:

Gerry Shoup 35 Cove Lane Eustis, FL 32726

Initial registered Address of this corporation is:

35 Cove Lane Eustis, FL 32726

Principal address is the same as the Registered address.

The Corporation may change its registered agent or it's location, or both, without amendment of these Articles of Incorporation.

ARTICLE VI

INCORPORATOR

The names and addresses of the incorporators signing these Articles of Incorporation are:

Gerry Shoup
35 Cove Lane
Eustis, FL 32726



Gerry Shoup

Natalie Shoup
35 Cove Lane
Eustis, FL 32726



Natalie Shoup

ARTICLE VII

INITIAL STOCKHOLDER

The initial stockholders of the Corporation shall be:

Gerry Shoup who shall be the owner of fifty shares of common stock in the Corporation for which he has paid one dollar each (\$1.00 per share) and

Natalie Shoup who shall be the owner of fifty shares of common stock in the Corporation for which she has paid one dollar each (\$1.00 per share).

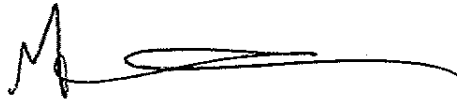
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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT OF REGISTERED AGENT

The undersigned, having been named as registered agent in Article V of these Articles of Incorporation of HABANERO'S MEXICAN GRILL, INCORPORATED, does hereby consent to the appointment.

A handwritten signature in black ink, appearing to read 'Gerry Shoup', written over a horizontal line.

Gerry Shoup, Registered Agent