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DIVISION OF CORPORATIONS
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ADAMS & ASSOCIATES, P.A.
ATTORNEYS AT LAW

RICHARD J. ADAMS, JR.

BANK OF AMERICA BUILDING
900 WEST 49TH STREET, SUITE 514
HIALEAH, FLORIDA 33012
TELEPHONE: (305) 824-9800
FAX: (305) 824-3868
EMAIL: radams5@BELLSOUTH.NET

February 22, 2006

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

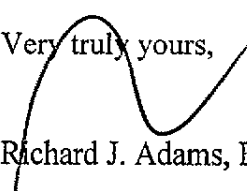
RE: *Articles of Incorporation of D'Nacho's Corp.*

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 for the enclosed Articles of Incorporation for D'Nacho's Corp. Please send a stamped certified copy of the Articles to **Adams & Associates, PA, 900 West 49th Street, Suite 514, Hialeah, Florida 33012.**

Should you have any questions or concerns, please contact the undersigned.

Very truly yours,



Richard J. Adams, Esquire

COVER LETTER

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

SUBJECT: D' Nacho's Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Adams + Associates, PA
Name (Printed or typed)

900 W 49 Street, Suite 514
Address

Hialeah, FL 33012
City, State & Zip

305-824-9800
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
D'NACHO'S CORP.

The undersigned incorporator to these Articles of Incorporation, by these articles forms corporation for profit, pursuant to the Laws of the State of Florida.

FIRST: The name of the corporation is **D'NACHO'S CORP.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose of this business is to engage in any legitimate businesss purpose.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 100 (One Hundred), all of which shall be one class of common stock having a par value of \$1.00 per share. Jose Canavaciolo shall own fifty percent of the corporation or fifty percent of the shares of the corporation, and shall be issued 50 shares of common stock representing fifty percent ownership of the corporation. Veronica Canavaciolo shall own fifty percent of the corporation or fifty percent of the shares of the corporation, and shall be issued 50 shares of common stock representing fifty percent ownership of the corporation.

FIFTH: The address of its initial registered office is 3731 SW 104 Court, Miami, Florida 33165 and the name of the initial registered agent is VERONICA CANAVACIOLO.

SIXTH: The initial board of directors will consist of one director, whose name and address is VERONICA CANAVACIOLO, 3731 SW 104 Court, Miami, Florida 33165.

SEVENTH: The name and address of the incorporator is VERONICA CANAVACIOLO, 3731 SW 104 Court, Miami, Florida 33165.

EIGHTH: Preemptive Rights shall be as follows: The shareholder of stock of this Corporation shall be entitled to full preemptive right to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury stock.

NINTH: The initial street address of the principal office of the Corporation in the State of Florida is 3731 SW 104 Court, Miami, Florida 33165.

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TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.


ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned incorporator.

b. The Corporation authorizes its director to reimburse the before-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

c. The directors of this Corporation shall have the sole discretion to determine the expenses for which the before-mentioned incorporator shall be reimbursed.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation.

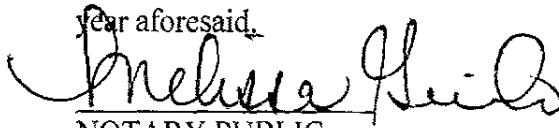
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of **D'NACHO'S CORP.** this 19 day of February 2006.



VERONICA CANAVACIOLO
INCORPORATOR

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

ON THIS 19 day of February 2006, before me, a notary public duly authorized in the State of Florida. County of Miami-Dade, personally appeared VERONICA CANAVACIOLO known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that she executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.


NOTARY PUBLIC,
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

NOTARY PUBLIC-STATE OF FLORIDA
 Melissa Garrido
Commission # DD433811
Expires: MAY 25, 2009
Bonded Thru Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING THE ADDRESS AND AGENT UPON
WHOM PROCESS MAY BE SERVED**

D'NACHO'S CORP., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named VERONICA CANAVACIOLO, located at 3731 SW 104 COURT, CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, 33165, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above- described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

Veronica Canavaciolo
VERONICA CANAVACIOLO
REGISTERED AGENT


2/19/06
DATED

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

SWORN TO AND SUBSCRIBED this 19 day of February 2006.

Melissa Garrido
NOTARY PUBLIC/DATE

NOTARY PUBLIC-STATE OF FLORIDA
 **Melissa Garrido**
Commission # DD433811
Expires: MAY 25, 2009
Bonded Thru Atlantic Bonding Co., Inc.