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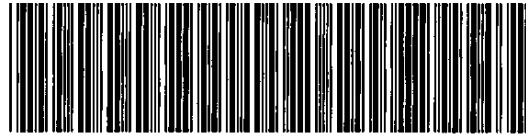
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 24 2006

COVER LETTER

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

SUBJECT: NOSTALGIA MEXICANA, INC.
(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: Nicolás J. Gutiérrez, Jr., Esq.
Name (Printed or typed)
2665 S. Bayshore Dr., Ste. 701
Address
Miami, FL 33133
City, State & Zip
(305) 860-2060
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Audit Number: _____

ARTICLES OF INCORPORATION
OF
NOSTALGIA MEXICANA, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the *Florida Statutes*, as amended.

I.
NAME

The name of this corporation is NOSTALGIA MEXICANA, INC. (the "Corporation"). The principal place of business and mailing address of the Corporation is c/o Nicolás J. Gutiérrez, Jr., Esq., at 2665 South Bayshore Drive, Suite 701, Miami, Florida, 33133.

II.
EFFECTIVE DATE AND DURATION

The effective date of this Corporation shall be August 18th, 2006, and it shall exist perpetually thereafter, unless sooner dissolved according to law.

III.
PURPOSE

This Corporation is authorized to engage in any business permitted for corporations organized under the Florida Business Corporation Act.

IV.
CAPITALIZATION

The maximum number of shares, which this Corporation is authorized to have outstanding at any time, is 1,000 shares of common stock, having a par value of \$0.01 per share.

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TALLAHASSEE, FLORIDA

Nicolás J. Gutiérrez
Fla. Bar No.: 0796786
Suite 701
2665 South Bayshore Drive
Miami, Florida 33133

Audit Number: _____

Audit Number: _____

**V.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Suite 701, 2665 South Bayshore Drive, Miami, Florida; and the initial registered agent of this Corporation at such office shall be Nicolás J. Gutiérrez, Jr., Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, *Florida Statutes*, as amended from time to time, with respect to keeping an office open for service of process.

**VI.
INITIAL DIRECTORS**

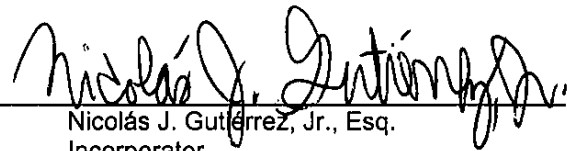
The number of directors constituting the Board of Directors of this Corporation shall be determined in accordance with its Bylaws, but shall not be less than one (1). The name and addresses of the persons, who are to serve as members of the initial Board of Directors are:

<u>Name & Title</u>	<u>Address</u>
Mr. Eduardo Henkel Rojas (P,D)	2665 South Bayshore Drive Suite 701 Miami, Florida 33133, U.S.A.
Mr. Francisco Ortiz Ortiz (V,S,T)	2665 South Bayshore Drive Suite 701 Miami, Florida 33133, U.S.A.
Mr. Jorge Reynoso (D)	2665 South Bayshore Drive Suite 701 Miami, Florida 33131, U.S.A.

**VII.
INCORPORATOR**

The incorporator of this Corporation is Nicolás J. Gutiérrez, Jr., Esq., and his address is Suite 701, 2665 South Bayshore Drive, Miami, Florida 33133.

In witness whereof, the undersigned has executed these Articles of Incorporation on August 18th, 2006.



Nicolás J. Gutiérrez, Jr., Esq.
Incorporator

Audit Number: _____

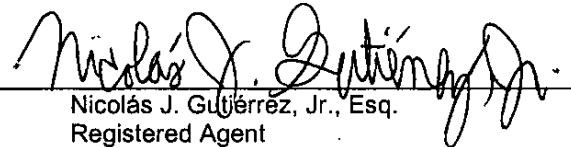
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of this Corporation is NOSTALGIA MEXICANA, INC.
2. The name and address of the registered agent and the registered office is Nicolás J. Gutiérrez, Jr., Esq., at 2665 South Bayshore Drive, Suite 701, Miami, Florida 33133.

Pursuant to Sections 48.091 and 607.0501, *et seq.*, *Florida Statutes*, as amended, the undersigned has been named to act as the Registered Agent of this Corporation at the place designated in this certificate; and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the Registered Agent of this Corporation; and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for this Corporation.

Date: August 18th, 2006


Nicolás J. Gutiérrez, Jr., Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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