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February 15, 1995

Secretary of State
State Capital
Tallahassee, FL

000001409620
-02/20/95--01006--003
***122.50 ***33.00

Re: Giatanos World Tapas & Grill, Inc.
Our file No. 94-6087

Gentlemen:

Enclosed please find duplicate articles of incorporation and
check for \$122.50.

Kindly form this corporation.

Very truly yours,


David R. Berley

DRB:sl

000001409620
-02/20/95--01006--003
***122.50 ***122.50

EFFECTIVE DATE

FEB 15 1995

SPX 2-17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 17 PM 2:50

ARTICLES OF INCORPORATION
OF
GITANOS WORLD TAPAS & GRILL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 17 PM 2:50

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is GITANOS WORLD TAPAS & GRILL, INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share. All of said stock shall be issued only for cash or other property or for services at a just valuation as shall be determined by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00)

EFFECTIVE DATE

Dollars.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 1440 Ocean Drive, Miami Beach, FL . The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII
DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

LUIS DEBAYLE

1440 Ocean Drive
Miami Beach, FL

ARTICLE XVI

EFFECTIVE DATE

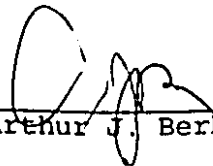
The effective date of this corporation shall be the date upon which these articles of incorporation were executed by the incorporator.

ARTICLE XVII

WAIVER OF FS. 607.0901 AND F.S. 607.0902


This corporation expressly waives the provisions of FS. 607.0901 and F.S. 607.0902 and elects not to be governed thereby.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation on February 15, 1995.



Arthur J. Berk, Subscriber

Subscribed and Sworn to on
February 15, 1995
Before me:



Notary Public
My Commission Expires 10/11/98

David R. Berley
Notary Public, State of Florida
Commission No. CC 399822
My Commission Expires 10/11/98
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

GITANOS WORLD TAPAS & GRILL, INC. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named BERLIT CORPORATE SERVICES, INC. located at Suite 202, 1428 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.

BERLIT CORPORATE SERVICES, INC.

By:

David R. Berry
President

FILED
SECRETARY OF STATE
95 FEB 17 PM 2:50
DIVISION OF CORPORATIONS