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-04/04/95--01043--006
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOHO RESTAURANT ENTERPRISES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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articles

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

CR2F031(9/92)

NANCY HENDRICKS APR - 4 1995

**ARTICLES OF INCORPORATION
OF
SOHO RESTAURANT ENTERPRISES, INC.**

FILED
95 APR -4 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is SoHo Restaurant Enterprises, Inc. (the "Corporation").

ARTICLE II
Principal Office and Mailing Address

The principal office of the Corporation is 2109 Bayshore Boulevard, Suite 107, Tampa, Florida 33609. The mailing address of the Corporation is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., c/o Linda L. Fleming, P.O. Box 3239, Tampa, Florida 33601.

ARTICLE III
Capital Stock

The Corporation shall have authority to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE IV
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is One Harbour Place, 5th Floor, Tampa, Florida 33602, and the name of its initial registered agent at that address is Carlton, Fields, Ward, Emmanuel, Smith & Cutler, P.A., Attention: Paul C. Davis.

ARTICLE V

Incorporator

The name of the incorporator is Paul C. Davis, and the address of the incorporator is One Harbour Place, 5th Floor, Tampa, Florida 33602.

ARTICLE VI

Initial Director

The corporation initially shall have one director, whose name and address are:

Name

Address

Gordon Davis

1401 DeSoto Avenue
Tampa, Florida 33606

Dated this 3rd day of April, 1995.



Paul C. Davis, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, the undersigned: (i) agrees to act in this capacity; (ii) agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties; and (iii) accepts the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 3rd day of April, 1995.

CARLTON, FIELDS, WARD, EMMANUEL,
SMITH & CUTLER P.A.



Paul C. Davis, Authorized Agent

SENT BY:CFWESC FAXROOM

: 4-17-97 :12:03PM :CARLTON,FIELDS-TAMPA- Department of State:# 1/ 2

4/17/97

P95000026668

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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11:42 AM

((H97000006272 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT
CONTACT: ANNE ELLIS
PHONE: (813)223-7000

ACCT#: 076077000355

FAX #: (813)229-4133

NAME: SOHO RESTAURANT ENTERPRISES, INC.
AUDIT NUMBER.....H97000006272
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...1
CERT. COPIES.....1

PAGES..... 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 17 PM 1:43

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AUDIT NO. H97000006272 3

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOHO RESTAURANT ENTERPRISES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, SoHo Restaurant Enterprises, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendments to its Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is SoHo Restaurant Enterprises, Inc.

ARTICLE II

Amendment

The text of the amendment to the Corporation's Articles of Incorporation is

"Article I of the Articles of Incorporation of the Corporation is hereby amended as follows: The name of the corporation is Ceviché Restaurant, Inc. (the "Corporation")."

ARTICLE III

Date of Adoption

The amendment was adopted on the 16th day of April, 1997.

ARTICLE IV

Manner of Adoption

The amendment was duly approved by the shareholders of the Corporation and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated this 16th day of April, 1997.

SOHO RESTAURANT ENTERPRISES, INC.

By: Gordon Davis - President.

Gordon Davis
President

T031112.1

Prepared by Paul C. Davis, Esquire
Carlton Fields

One Harbour Place, Tampa FL 33602
(813) 223-7000 Fla. Bar #283691

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