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9/11/96 10:23 AM
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINER STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: LINTHE CORPORATION
1492 W. FLAGLER ST
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: EL FLORIDITA RESTAURANT INC.
FAX AUDIT NUMBER: H95000005179
DATE REQUESTED: 05/09/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 8
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:23:18
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
05 JUN 1996
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EL FLORIDITA RESTAURANT INC.

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

EL FLORIDITA RESTAURANT INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

PURPOSE

The General purpose or nature of business for which this Corporation is organized shall be:

1. Restaurant

IGNASIO SIBERIO, ESQ.
525 N.W. 27th AVENUE # 100
MIAMI, FL 33125
(305) 643.5900
FL. BAR NO. 207926

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

3. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness, as required.

4. To purchase the corporate assets of any other corporation, engage in the same or similar character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this Corporation shall have outstanding at any time shall be Sixty (60) shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful money of the United States of America, or in property, real or personal, or in services, at a true valuation thereof.

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ARTICLE V

PREEMPTIVE RIGHTS

If the capital stock of this Corporation is increased and new shares of stock are issued, the holder of original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is LAZARO EMILIO CASTELLANOS and the street address of the Corporation's initial Registered Office in the State of Florida is: 311 Majorca Avenue, Coral Gables, FL 33134

The Corporation's principal office and the mailing address are: 311 Majorca Avenue, Coral Gables, FL 33134

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be one, and the name and address of each person who is to serve as a member thereof is as follows:

NAME

ADDRESS

Lazaro Emilio Castellanos

311 Majorca Avenue, C. Gables
FL. 33134

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ARTICLE VIII

INCORPORATION

The name and post office address of the incorporators of these Articles of Incorporation are:

NAME

ADDRESS

LAZARO EMILIO CASTELLANOS

311 Majorda Avenue
Coral Gables, Fl 331134

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, Lazaro Emilio Castellanos, having been named to accept service of process for El Floridita Restaurant, Inc.
a Florida Corporation, at the place designated herein, do hereby accept to act

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Dr. J. C. McNeill

Philip Stollman

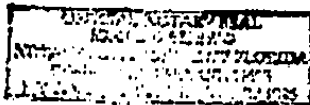
1995
Saint to the Hammer...

COUNTY OF DADE)

WITNESS my hand and seal, this 8 day of May, 1995

THIS 9 day of May, 1995
James L. Davis
 Notary Public, State of Florida at
 Leesburg, Florida

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 31 1995

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

RE: Change of mailing address for,
El Floridita Restaurant Inc.

Dear Sirs;

By means of this letter I would like for the Division of Corporations to take notice of the change of address for the above captioned Corporation.

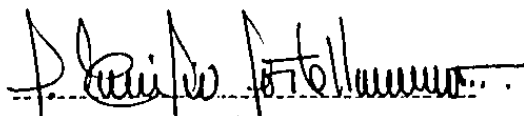
The new address is as follows:

El Floridita Restaurant Inc.
3686 S.W. 23rd. Street
Miami Florida, 33145.

Said new address is to apply also to the resident agent. - sent form & printout

Thank You,

Cordially Yours;


L. Emilio Castellanos
President.

JN
8-7-95