

05/10/95 16:28 FAS-T CORPORATE AGENTS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST DAINES STREET

MIAMI FL 33166- 3710-

TALLAHASSEE, FL 32399

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((H95000005263))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.O.

NAME: ANC, INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H95000005263

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FAS-T CORPORATE AGENTS
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(305) 592-9591
WM RESTAURANTE COQ

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**ARTICLES OF INCORPORATION
OF
AMC, INC.**

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the department of state of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name and mailing address of this Corporation shall be:

AMC, INC.
11782 S.W. 16th Street
Miami, Florida 33178

ARTICLE II - EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one Hundred (100) shares of one cent par value common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED

OFFICE AND AGENT

The principal street address of the initial registered office of this Corporation is 10820 S.W. 38th Street, Miami, Florida 33165 and the name of the

PREPARED BY: William M. Wachsmuth, Esq.
702 N.W. 43 Avenue, Ste. 615
Miami, FL 33126
Fla. Bar No.: 829040
(305) 644-7767

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FAS-T CORPORATE AGENTS
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(305) 592-9591
WM DUSTAMANTE CEO

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Initial registered agent of this Corporation is ALEJANDRO M. SIERRA.

**ARTICLE VII - INITIAL BOARD OF
DIRECTORS**

This Corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 1. The name(s) and address(es) of the initial director(s) of this corporation is (are):

PRESIDENT: ALEJANDRO M. SIERRA	11782 S.W. 16th Street Miami, Florida 33175
VICE PRES.: EDELMIRA M. SIERRA	11782 S.W. 16th Street Miami, Florida 33175
SECRETARY: EDELMIRA M. SIERRA	11782 S.W. 16th Street Miami, Florida 33175

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address(es) of the person(s) signing these articles is (are):

ALEJANDRO M. SIERRA 11782 S.W. 16th Street
Miami, Florida 33175

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have)
executed these articles of incorporation this 10th day of May, 1995.



STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ALEJANDRO M. SIERRA, known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and she(they) acknowledged before me that she(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and fixed my official seal, in the state and county aforesaid, this 10th day of May, 1995.


NOTARY PUBLIC, STATE OF
FLORIDA AT/LARGE

MY COMMISSION EXPIRES:



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FAS-T CORPORATE AGENTS
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(305) 592-9591
WM RESTAURANTE INC

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
Domicile FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, MAKING AGENT OPEN WHEN
SERVICE OF PROCESS MAY BE EFFECTIVE**

In compliance with Section 687.634 of the Florida Statutes, the following
is submitted:

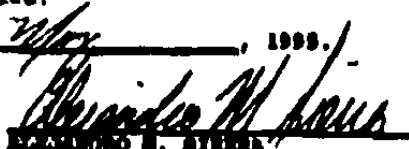
AND, INC.

desiring to organize or qualify under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation, in the
city of Miami, County of Dade, State of Florida, has named ALVARADO M. SIERRA,
11782 S.W. 18th Street, Miami, FL 33175 as its agent to accept
service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of all said Act
relative to keeping open said office.

Dated this 10TH day of May, 1995.


ALVARADO M. SIERRA
AS REGISTERED AGENT

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