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TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.
DEPARTMENT OF STATE 0405 NW 53RD ST
STATE OF FLORIDA SUITE C-100
409 EAST GAINES STREET MIAMI FL 33166- 02- 0
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
FAX: (904) 922-4000 PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H96000000002))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MESON LA PAELLA, INC.
FAX AUDIT NUMBER: H96000000002 CURRENT STATUS: REQUESTED
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1-2-95

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TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 JAN -2 AM 9:53

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CERTIFICATE OF INCORPORATION
OF
MESON LA PAELLA, INC.

WE, the undersigned, in order to form a corporation for profit for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I.

The name of this corporation shall be: MESON LA PAELLA, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a). To engage in the Restaurant and Cafeteria Business including but not limited to preparation of all kinds of foods to either be sold or to consume in the premises or on take-out basis and to sell beverage of all kinds including liquor if any, and any other activity related to the main purpose of the Corporation.

CARLOS M. MENDEZ, ESQ.
Fla. Bar No: 232221
1800 West 49th St., #203
Hialeah, Fl. 33012
Tel: (305) 885-5376

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TALLAHASSEE, FLORIDA

(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or

indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this corporation and in general 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 set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this corporation shall have outstanding at any time, shall be THREE HUNDRED (300) shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

The above amount of shares shall represent the total investment of capital as book value and any other funds deposited into the corporation shall be considered shareholders loan. The term funds used above means either cash, goods, or any valuable instrument brought into the corporation.

ARTICLE IV.

The initial registered office of the corporation is: 5904 West 20th Avenue Hialeah, Florida 33012, and the initial registered agent at such address is PEDRO SACRISTAN.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 5904 West 20th Avenue Hialeah, Florida 33012.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their suc

cessors are elected and qualified, are as follows:

PEDRO SACRISTAN	President & Director	9147 N.W. 150th Street Miami, Florida 33016
ANTONIO ROBLES	Secretary & Director	4910 N.W. 79th Ave #204 Miami, Florida 33166
JUAN A. ELEJABARRIETA	Treasurer & Director	3813 S.W. 82nd Ave #31 Miami, Florida 33155

ARTICLE IX.

The names and Post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
PEDRO SACRISTAN	9147 N.W. 150th St Miami, Florida 33016	100	\$100.00
ANTONIO ROBLES	4910 N.W. 79th Ave #204 Miami, Florida 33166	100	\$100.00
JUAN A. ELEJABARRIETA	3813 S.W. 82nd Ave #31 Miami, Florida 33155	100	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and a Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation

available for dividends & reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 22nd day of December 19 95.


PEDRO SACRISTAN


ANTONIO ROBLES

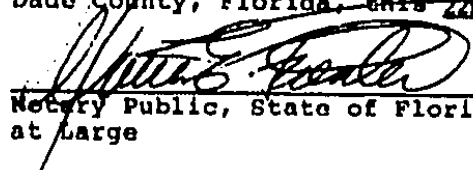

JUAN A. ELEJABARRIETA

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared PEDRO SACRISTAN, ANTONIO ROBLES, AND JUAN A. ELEJABARRIETA to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida, this 22nd day of December, 1995.

 MARIA E. FUENTES
COMMISSION # CC 497479
EXPIRES NOV 17, 1999
BONDED THRU
ATLANTIC BONDS CO. 65,984


Notary Public, State of Florida
at Large


Personally Known XX or Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally appeared PEDRO SACRISTAN, to me known to be the person described as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation and he/she hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.


PEDRO SACRISTAN

SWORN TO AND SUBSCRIBED before me on this 22nd day of december 19 95.

My Commission Expires:
 MARIA E. FUENTES
COMMISSION # CC 497479
EXPIRES NOV 17, 1999

Personally Known XX or Produced Identification _____
Type of Identification Produced _____


NOTARY PUBLIC