

P960000 21186

February 27, 1996

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

FILED
95 MAR -5 AM 8:44
TALLAHASSEE, FLORIDA

RE: CASA CHAO, CORP.

Dear sir,

800001738548
-03/06/96--01014--010
****122.50 ****122.50

Please find the enclosed payment of \$ 122.50 to cover the
filing and pertinent fees for CASA CHAO CORP., a Florida For
Profit Corporation.

Along with the enclosed fee also find the signed and
notarized Articles of Incorporation for the above named
Corporation as well as the Registered Agent information.

Please send the Certificate of Status and any other replies
to my accountant at:

1214 S.W. 2nd Street
Miami, FL. 33135

C/O CASA CHAO, CORP
ANDRES CHAO

Thank You,

Andres Chao
President
Registered agent
Casa Chao Corp..

F. CHESSER MAR 8 1996

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION
FOR

CASA CHAO, CORP.

FILED
95MAR-5 AM 8:44
CLERK OF DISTRICT COURT
JULIA A. SMITH, CLERK

We the undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

CASA CHAO, CORP.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The corporation is authorized to issue one hundred (100) shares of \$ 5.00 par value Common Stock, which shall be designated "Common Shares". Shares of Common Stock by both the president and vice-president. Stocks will have no value if not signed by the president and vice-president.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One thousand (\$1,000.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be:

1280 S.W. 1ST STREET, SUITE #6
MIAMI, FLORIDA 33135
(305) 541-0161

ARTICLE VII

The number of the Board of Directors of the Corporation shall not be less than one person. The names and post office addresses of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Acts of legislature, shall hold office for the Corporation, are:

ANDRES CHAO
1227 S.W. 1ST STREET APT. 5
MIAMI, FL. 33135

PRESIDENT

ELISA CHAO
1227 S.W. 1ST STREET APT..5
MIAMI, FL. 33135

VICE-PRES.
SECRETARY

The Board of Directors will be able to utilize all powers granted them by law in order to direct the Corporation as they see fit.

ARTICLE VIII

The names and post office addresses of each shareholder and registered agent to the Certificate of Incorporation are as follows:

SHAREHOLDER:

% OF SHARES

ANDRES CHAO
1227 SW 1ST STREET APT. 5
MIAMI, FLORIDA 33135
(305)

50% OF SHARES
PRESIDENT

ELISA CHAO
1227 SW 1ST STREET APT. 5
MIAMI, FLORIDA 33135
(305)

50% OF SHARES
VICE PRES, 1227 SW
SECRETARY

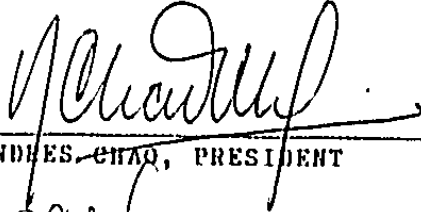
ARTICLE IX

The Corporation shall have the right and power to, from time to time, determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other than the stock book, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right of inspections of any account book or document of this Corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors. The Corporation, in its By-laws confers power upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.


The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now hereafter prescribed by statute, and all rights conferred upon the stockholders herein or granted subject to this reservation.

We, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and so respectively agree to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, This 15th day of January of 1996.



ANDRES CHAO, PRESIDENT



ELISA CHAO, VICE PRESIDENT, SECRETARY

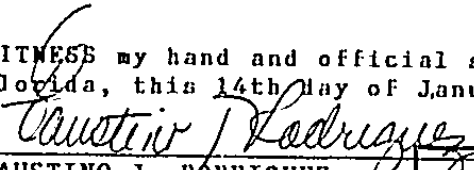
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgments, personally appeared

ANDRES CHAO AND ELISA CHAO

who, after being duly sworn by me, depose and say that she signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 14th day of January of 1996.



FAUSTINO J. RODRIGUEZ
Notary Public,
State of Florida at Large

OFFICIAL NOTARY SEAL FAUSTINO J. RODRIGUEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC288417 MY COMMISSION EXP. MAY 20, 1997

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

That CASA CHAO, CORP.

is qualified to do business under the laws of the State
Florida, with it's REGISTERED OFFICE at:

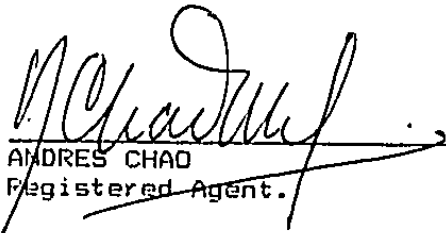
1280 S.W. 1ST STREET SUITE #6
MIAMI, FLORIDA 33135
(305) 541-0161

and has appointed: ANDRES CHAO

as it's agent to accept services of process within the State.

ACKNOWLEDGMENT

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


ANDRES CHAO
Registered Agent.

RECEIVED
TALLAHASSEE, FLORIDA

96 MAR -5 AM 8:44

FILED