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March 28, 1996

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32310

FILED
25 APR -1 PM 4:00
TALLAHASSEE, FLORIDA

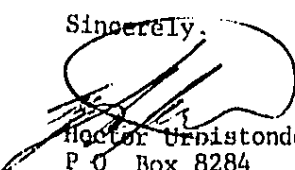
RE: C B.G B. Cafe, Inc.

Dear Mr Secretary:

Enclosed please find proposed Articles of Incorporation, Registered Agent Designation, and Money Order for the amount of \$122.50 to cover the registered fees. A certified copy of the articles is requested to the following return address:

Gladys Rodriguez
4104 SW 5th street
Plantation, FL 33317

Sincerely,


Hector Urbistondo
P O Box 8284
Ft Lauderdale, FL 33310
Tel (954)748-6889

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ARTICLES OF INCORPORATION

OF

C B G B. CAFE, INC.

The undersigned incorporators, Gladys Rodriguez, Carlos Badillo, and Gladys Badillo, acknowledge and file in the office of the Secretary of State, State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as provided by law.

I NAME:

The name of this corporation shall be:
C.B.G.B. CAFE, INC.

II PURPOSE:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida or the United States.

The specific purpose is as follows:

To operate a restaurant where customers are provided with meals, primarily of spanish flavor, on payment.

III POWERS:

It is expressly declared and provided that the corporation, in order to carry its business, shall have the power to make and perform lawful contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state.

IV SHARES:

The authorized capital stock of the corporation shall consist of 1,000 shares of common stock, \$20.00 par value. (\$20,000 initial capital)

V EXISTENCE:

The corporation shall have perpetual existence.

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96 APR -1 PM 4:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

VI PRINCIPAL OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's principal office and mailing address is 3351-A NE 32nd street, Ft. Lauderdale, Florida, 33308.

The initial Registered Agent for the corporation is Gladys Rodriguez located at the same above stated address. Both the principal address and Registered Office address are the same.

VII DIRECTORS:

The corporation shall have not less than three Directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. There will be a President, a Vice-President/Secretary, and a Treasurer.

VIII FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

Gladys Rodriguez

President

Carlos Badillo

Vice-President/Secretary

Gladys Badillo

Treasurer

IX INCORPORATORS:

The name and address of the initial incorporators of the corporation is as follows:

Gladys Rodriguez

4104 SW 5th street
Plantation, Florida 33317

Carlos Badillo

Same as above

Gladys Badillo

Same as above

X GENERAL PROVISIONS:

- (a) The private property of the stockholder shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of these articles, the corporation shall have full power and lawful authority to accept property, labor, and services in payment for shares of its Capital Stock in lieu of cash, at a just value to be fixed by its Board of Directors.
- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.
- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time incurring such expense), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.
- (e) All shareholders of the corporation shall be vested with full preemptive rights.

XI BY-LAWS:

By-Laws of this corporation shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided for by the By-Laws. The By-Laws will set forth any provision, not inconsistent with law, which the incorporators elected not to set forth in the Articles of Incorporation for the regulation of the business and any provision creating, defining, limiting, and regulating the powers of the corporation, the directors, and the stockholders. Any provision already set forth in the Articles of Incorporation need not be set forth in the By-Laws.

SUBSCRIBED AT Plantation, Florida, This 28th day of MARCH 1996.

Gladys Rodriguez
Gladys Rodriguez
Incorporator

ID

DL# - R 362 280 32872-0
SSN - 580-80-2290

Carlos Badillo
Carlos Badillo
Incorporator

DL# - B34010154333-0
SSN - 046-60-4395

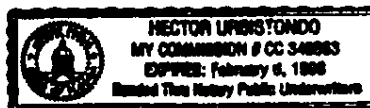
Gladys Badillo
Gladys Badillo
Incorporator

DL# - B340-281-56-885-0
SSN - 583-98-1098

I HEREBY CERTIFY that on this day before me personally appeared Gladys Rodriguez, Carlos Badillo, and Gladys Badillo, to me known to be the incorporators and who executed the foregoing Articles of Incorporation for the purpose therein expressed.

In Witness Whereof, the subscribers has hereunto affixed their signatures, this 28th day of MARCH, 1996.

[Signature]
Notary Public
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--That C.B.G.B. CAFE, INC., desiring to organize under the
laws of the State of Florida with its principal office, as indicated in
the Articles of Incorporation, at the City of Ft. Lauderdale, County of
BROWARD, State of Florida, has named Gladys Rodriguez, located at 3351-A
NE 32nd street, Ft. Lauderdale, Florida, 33351 County of Broward, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

Gladys Rodriguez

Gladys Rodriguez
Registered Agent

FILED
APR - 1 PM 4:00
CLERK OF DISTRICT COURT
FLORIDA

Acknowledged and signed before me this 28th day of MARCH, 1996.

[Signature]
Notary Public
State of Florida

