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4/15/96
DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
FROM: ROBERT N. ALLEN, JR., P.A.
601 BRICKELL KEY DR
SUITE 808
MIAMI FL 33131-000001-0479
CONTACT: RICK BAJANDAG
PHONE: (305) 372-3300
FAX: (305) 379-7018
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: F & H PROPERTIES, INC.
FAX AUDIT NUMBER: H96000005263
DATE REQUESTED: 04/15/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$70.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:33:20
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 073324000622
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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FAX AUDIT NUMBER H9600005263

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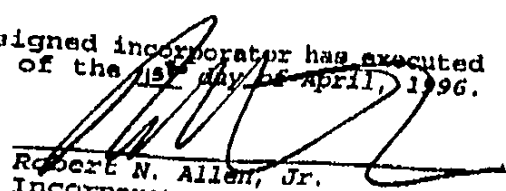
ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is Robert N. Allen, Jr., Allen & Gallego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 15th day of April, 1996.


Robert N. Allen, Jr.
Incorporator

FAX AUDIT NUMBER H9600005263

FAX AUDIT NUMBER H2600005263

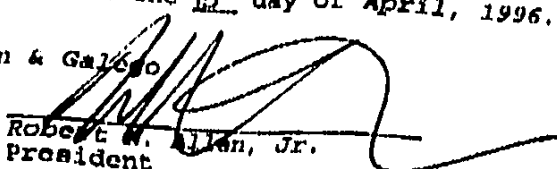
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for F & H Properties, Inc., at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

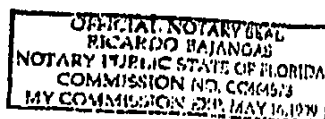
Dated as of the 15th day of April, 1996.

Allen & Galego

BY:


Robert N. Allen, Jr.
President

15th The foregoing instrument was acknowledged before me on this day of April, 1996 by Robert N. Allen, Jr. to me personally known and who have taken the oath.


Notary Public, State of FloridaRicardo Bajanoas
(Print Name)My Commission Expires: 5/16/97Dated as of the 15th day of April, 1996.

FILED
APR 16 1996
TALLAHASSEE, FLORIDA

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MAY 03 '96 17:01

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: ROBERT N. ALLEN, JR., P.A.
601 BRICKELL KEY DR
SUITE 805
MIAMI FL 33131-0000

FAX: (904) 922-4000

CONTACT: RICK BAJANDAS
PHONE: (305) 372-3300
FAX: (305) 379-7018

((H96000006343))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: F & H PROPERTIES, INC.

FAX AUDIT NUMBER: H96000006343

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/03/1996

TIME REQUESTED: 16:55:45

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 073324000622

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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FAX AUDIT NUMBER H96000006343

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
F & H PROPERTIES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, F & H Properties, Inc., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

The Corporation's Articles of Incorporation are amended by deleting the existing Article I and inserting the following in its stead:

ARTICLE I

The name of the corporation is Mambolero - Latin World Cafe, Inc. (the "Corporation").

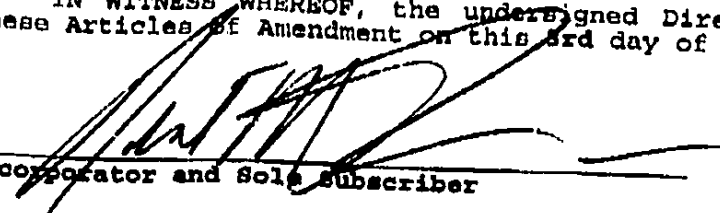
Date of Adoption

The amendment was adopted on the 3rd day of May, 1996.

Manner of Adoption

The amendment was adopted by written consent of the Incorporator prior to the issuance of any shares in accordance with Section 607.1006(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment on this 3rd day of May, 1996.


Incorporator and Sole Subscriber

Preparer:
Ricardo Bajandas
Allen & Galego **(fictitious name filed for registered agent)**
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H96000006343