

MAY-03-1996 09:02  
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PUBLIC ACCESS  
TO: DIVISION OF CORPORATIONS FROM: EMPLOYER  
FAX (904) 92-4100  
TALLAHASSEE, FL 32309  
CONTACT: RAY STARMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: GAUCHO GRILL CORP.  
FAX AUDIT NUMBER: H960000008269  
DATE REQUESTED: 05/02/1996  
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ACCOUNT NUMBER: 072450003255

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GAUCHO GRILL CORP.

ARTICLE I  
NAME

The name of the Corporation is GAUCHO GRILL CORP.

ARTICLE II  
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III  
PERMITTED ACTIVITY

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

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:  
Nelson Slosbergas, Esquire  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
FLORIDA BAR NO. 378887

305-374.0030

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**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 501 Brickell Key Drive, Suite 400, Miami, Florida 33131. The Registered Agent is Nelson Slosbergas at 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**NAMES**

MARCOS GALVAO RAYMUNDO

JACKSON COUTINHO

**ADDRESSES**

501 Brickell Key Drive, Suite 400  
Miami, Florida 33131

501 Brickell Key Drive, Suite 400  
Miami, Florida 33131

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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

ARTICLE IX

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

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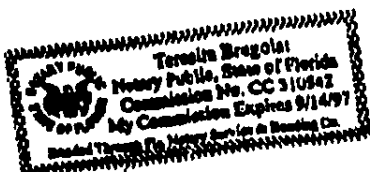
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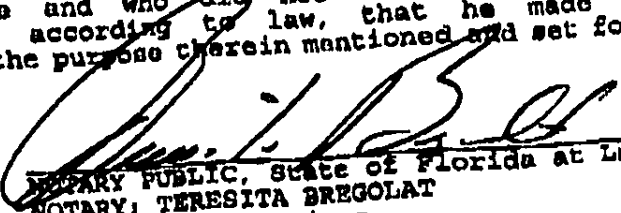
IN WITNESS WHEREOF, I have signed these Articles of  
Incorporation this 1st day of May, 1996.

  
Nelson Slosbergas

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

The foregoing Articles of Incorporation was acknowledged  
before me this 1st day of May, 1996, by Nelson Slosbergas who is  
personally known to me and who did not take an oath. He  
acknowledged before me according to law, that he made and  
subscribed the same for the purpose therein mentioned and set forth  
therein.



  
NOTARY PUBLIC, State of Florida at Large  
NOTARY: TERESITA BREGOLAT  
My Commission Expires:

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is GAUCHO GRILL CORP.
2. The name and address of the Registered agent is: Nelson Slosbargan, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Signature:  
Title:  
Date:

Registered Agent and Incorporator  
May 1st, 1996

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:  
Date:

May 1st, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3094

FAX #: (305)541-3770

NAME: GAUCHO GRILL CORP.

AUDIT NUMBER.....H96000012279

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 4, 1996

GAUCHO GRILL CORP.  
501 BRICKELL KEY DRIVE  
SUITE 400  
MIAMI, FL 33131

SUBJECT: GAUCHO GRILL CORP.  
REF: P96000038493

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX Aud. #: H96000012279  
Letter Number: 096A00041333





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

September 4, 1996

GAUCHO GRILL CORP.  
501 BRICKELL KEY DRIVE  
SUITE 400  
MIAMI, FL 33131

SUBJECT: GAUCHO GRILL CORP.  
REF: P96000038493

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

FAX And. #: H96000012279  
Letter Number: 296A00041449

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

GAUCHO GRILL CORP.

P96000038493

Pursuant to the provisions of Florida Statute 607.1006 the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are amended as follows:

ARTICLE I  
NAME

The name of the Corporation is MC RAY ENTERPRISES CORP.

ARTICLE VII  
DIRECTORS

The name and address of the — Board of Director who shall serve until the first annual meeting of shareholders or until his successor is elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
MARCOS GALVAO RAYMUNDO	501 Brickell Key Drive, Suite 400 Miami, Florida 33131

2. The Document Number of the Corporation is P96000038493.
3. The Articles of Amendment were adopted on September 3rd, 1996, by the Incorporator prior to the issuance of shares.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation have been executed this 3rd day of September, 1996.

GAUCHO GRILL CORP.

BY:   
Nelson Slosbergas, Incorporator

PREPARED BY:  
Nelson Slosbergas, Esquire  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami, FL 33131  
FLORIDA BAR NO. 378887  
305-374-0030

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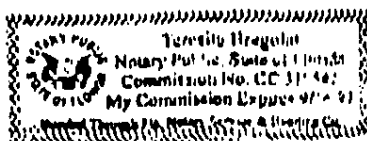
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STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 3rd day of September, 1996, by Nelson Sloborgas, as Incorporator of GAUCHO GRILL CORP., a Florida corporation, on behalf of said corporation.



*[Signature]*  
NOTARY PUBLIC, State of Florida At Large  
NOTARY: Teresita Bregolat  
My Commission Expires:

Personally Known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

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