P96000057309

SUSAN M. CARDENAS, P.A.

ATTORNEY AT LAW

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SUSAN M. CARDENAS
ADMITTED IN FLORIDA, VIRGINIA, WASHINGTON, D.C. & IDAHO

OF COUNSEL
ADELE VIRGINIA STONES

200001885542
-07/05/96--01088--001
****122.50 ****122.50

July 2, 1996

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 JUL -5 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of: Lobos Grill, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Lobos Grill, Inc.

Please file these Articles and return a certified copy to me. I have enclosed a check in the amount of $122.50 to cover the filing fees.

Thank you in advance for your assistance. Should you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,

Susan M. Cardenas

SUSAN M. CARDENAS

7/8/96

SMC\st
Enclosure

cc: Edward R. Mitchell and Michael Zinno

ARTICLES OF INCORPORATION

OF

LOBOS GRILL, INC.

FILED
05 JUL -5 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that the undersigned does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and acts amendatory thereof, for the purposes and under the corporation hereinafter mentioned, and to that end, does, by these Articles of Incorporation, set forth the following:

ARTICLE I

The name of the corporation is LOBOS GRILL, INC.

ARTICLE II

The address of the initial registered offices of the corporation shall be 611 ½ Duval Street, Key Lime Square, Key West, Florida 33040, and the name of the initial registered agent for the corporation shall be Edward R. Mitchell, a resident of the State of Florida.

ARTICLE III

The mailing address of the corporation is 611 ½ Duval Street, Key Lime Square, Key West, Florida 33041, and the principal office of the corporation is 611 ½ Duval Street, Key Lime Square, Key West, Florida 33040.

ARTICLE IV

The nature of the business and the objects and purpose or purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. In addition, the corporation shall have the power to carry on business of any character that is not prohibited by law or required to be stated in the articles.

ARTICLE V

The total number of shares which this corporation is authorized to issue is 5000 shares of common stock with one dollar ($1.00) par value for each share. Shareholders of the corporation shall have a preemptive right to purchase treasury or non issued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the Board of Directors.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of two (2) persons, and the name and address of the individuals who are to serve as the directors of the corporation are as follows:

Edward R. Mitchell
611 ½ Duval Street
Key Lime Square
Key West, FL 33040

Michael Zinno
611 ½ Duval Street
Key Lime Square
Key West, FL 33040

ARTICLE VII

The period of duration of the corporation is perpetual.

IN WITNESS WHEREOF, I set my signature this 2nd day of July, 1996.

Edward R Mitchell

Edward R. Mitchell
Incorporator
611 ½ Duval Street
Key Lime Square
Key West, FL 33040

STATE OF FLORIDA:
COUNTY OF MONROE:

I, the undersigned Notary Public in and for the jurisdiction aforesaid do hereby certify that Edward R. Mitchell, whose name is signed to the foregoing Articles of Incorporation has acknowledged the same before me.

Given under my hand and seal this 2nd day of July, 1996.

Susan M. Cardenas — Susan M Cardenas
Printed Name of Notary — NOTARY PUBLIC

My Commission Expires:

SUSAN M. CARDENAS
MY COMMISSION # CC 225549
EXPIRES: October 23, 1996
Bonded Thru Notary Public Underwriters

CONSENT OF REGISTERED AGENT

I hereby certify that I, the undersigned Edward R. Mitchell, do accept and acknowledge that I am the Registered Agent, as defined in Florida Statutes, for the Florida corporation LOBOS GRILL, INC., and that the registered office at which I am a registered agent is 611 ½ Duval Street, Key Lime Square, Key West, Florida 33040, as designated in the foregoing Articles of Incorporation.

Signed and acknowledged at Key West, Florida, this 2nd day of July, 1996.

Edward R. Mitchell
Registered Agent

FILED
96 JUL -5 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000057309

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SUSAN M. CARDENAS
ADMITTED IN FLORIDA, VIRGINIA
WASHINGTON, D.C. & IDAHO

OF COUNSEL
ADELE VIRGINIA STONES

September 17, 1996

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

300001951723
-09/19/96--01066--005
*****35.00 *****35.00

<u>Re: Change of Registered Office Address, Mailing Address and Principal Office Address.</u>

Dear Division of Corporations:

Enclosed please find a Statement of Change of Registered Office for LOBOS GRILL, INC.

Please also be advised that the mailing address and principal office address for the corporation have also changed as follows:

New Address: Lobos Grill, Inc.
No. 5, Key Lime Square
Key West, FL 33040

Enclosed please find a check in the amount of $35.00 to cover the filing fees associated with the change of registered office. Once this Statement of Change is filed, please forward acknowledgement to the above letterhead address.

Should you have any questions, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Sincerely,

Susan M. Cardenas

Susan M. Cardenas
SMC/st
Enclosures

cc: Edward Mitchell and Michael Zinno

FILED
96 SEP 19 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change
NFJ
9-25-96

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of Section 607.0501 or 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: LOBOS GRILL, INC.

   Date of incorporation: July 5, 1996 Document Number: P96000057309

2. The name and address of the current registered agent and office:

   Edward R. Mitchell
   611 ½ Duval Street, Key Lime Square
   Key West, FL 33040

3. The name and address of the new registered agent and office:

   Edward R. Mitchell
   No. 5, Key Lime Square
   Key West, FL 33040

FILED
96 SEP 19 AM 9: 34
TALLAHASSEE, FLORIDA

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE Edward R Mitchell, President DATE 9/17/96
(Name and Title)

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 AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Edward R Mitchell DATE 9/17/96
(Registered Agent)