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**CERTIFICATE OF INCORPORATION
OF
MIAMI BEACH PLACE & RESTAURANT, INC.**

FILED
JUL-9 1996
F 531

The undersigned *subscribers* to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the law of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Miami Beach Place & Restaurant, Inc.

ARTICLE II. NATURE OF THE BUSINESS.

The general nature of this business to be transacted by this corporation is any legal business in the State of Florida or in the United States.

To conduct business in, have one or more offices in and sell, import, export, buy, hold, mortgage, convey, lease, restaurant business, construction and building or otherwise dispose of real and personal property, including patents, franchises, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of property, or other instruments to secure the payment to corporate in debtment as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Carlos Solano
1235 Alton Rd.
Miami Bch., FL 33139
(305) 674-1681

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares or the capital stock of, or any bonds, securities, or other evidences or indebted created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of common stock having a nominal of \$100.00 Par/ value.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business with is \$ 1,000.00 (One Thousand 0/100)

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 6954 Collins Ave, Miami Beach Fl. 33141. The board of directors may from time to time move the principal office to any other office in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation is:

Luiz Silva

President-Secretary

6954 Collins Ave., Miami Beach, Fl. 33141.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

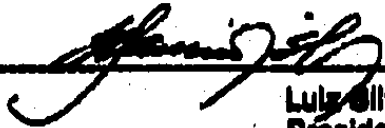
The registered office shall be at 6954 Collins Ave., Miami Beach, Fl. 33141, and the registered agent being Luis Silva .

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ARTICLE X. AMENDMENT

This Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the board of directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.


Luiz Silva
President
Secretary

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STATE OF FLORIDA) SS
COUNTY OF DADE

I HEREBY CERTIFY : That on this day, before me, a Notary Public the undersigned authority, duly authorize to administer oaths and take acknowledgments, personally appeared, Luiz Silva of Miami Beach Place & Restaurant, Inc. a Florida Corporation.

Who after being duly sworn, executed the foregoing Articles of Incorporation and acknowledge before me that the subscribers to those Articles on Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, said County and State, on this 2nd day of the month of July, 1996.


NOTARY PUBLIC SEAL.

MY COMMISSION EXPIRES:



"OFFICIAL SEAL"
Florida Notaries
My Commission Expires 9/14/98
Commission #CG 346287

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE OR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON PROCESS MAY BE SERVED.**

In compliance with Section 807.34 Florida Statutes, the following is
submitted, in compliance with said act:

FIRST: That, Miami Beach Place & Restaurant, Inc. desiring to
organize or qualify under the laws of the State of Florida with its
principle office, as indicated in the articles of incorporation at city of
Miami Beach, county of Dade, and state of Florida has hereby named
Luiz Silva of 6954 Collins Ave. Miami Beach, Fl. 33141 as its agent to
accept services of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this certificate.

I hereby agree to act in this capacity, and I further agree to comply
with the provision of said act relative to keeping open said office.


Luiz Silva
Register Agent

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JUL -9 PM 5:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7/24/97

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FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: MIAMI BEACH PLACE & RESTAURANT, INC.

AUDIT NUMBER.....H97000012135

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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N/C Amend

H97 000012135

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIAMI BEACH PLACE & RESTAURANT, INC.**

FILED
97 JUL 25 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REF. NUMBER: F96000037689

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts
The following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article I: The new name of this corporation and the new Address are:

FITAS, INC.
1235 Alton Road, Suite B, Miami Beach, FL 33139

SECOND: Amendment adopted: Article II: The new name of directors are:

Jorge Solano **President**
1235 Alton Road, Miami Beach, FL 33139. **Secretary**

THIRD: This amendment was adopted on May 16, 1997.

FOUR: The amendment was approved by the shareholders. And directors for unanimous votes.
The number of votes cast for the amendment was sufficient for approval.

Signed this May 16, 1997.

Jorge Solano
Jorge Solano
President
Secretary.

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CARLOS MORALES
1235 ALTON RD
MIAMI BCH., FL 33139
(305) 831-4226