

P. 9160000058539

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-062-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LA PLAYA DE VARADERO RESTAURANT, INC.
FAX AUDIT NUMBER: H98000009580
DATE REQUESTED: 07/10/1998
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ESTIMATED CHARGE: \$70.00

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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 002-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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*The Beach of Varadero
Restaurant, Inc.*

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1996

EMPIRE CORPORATE KIT COMPANY
1492 W. FLAGLER STREET
SUITE 200
MIAMI, FL 33135

SUBJECT: LA PLAYA DE VARADERO RESTAURANT, INC.
REF: W96000014524

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

Please provide an English translation for the entity's name in your cover letter.

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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000009580
Letter Number: 296A00033801

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

LA PLAYA DE VARADERO RESTAURANT, INC.

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be LA PLAYA DE VARADERO RESTAURANT, INC.

ARTICLE TWO

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

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Hundred (100) Shares of stock which shall be common stock of a par value of Five (\$5.00) Dollars per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

THIS DOCUMENT PREPARED BY:
MARCIA B. CABALLERO, ESQ.
FLORIDA BAR NUMBER: 0778354
2450 Southwest 137th Avenue
Suite 221
Miami, Florida 33175
(305) 553-8020

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ARTICLE SIX

The principal office of the corporation shall be located at 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS

Name	Address
GERARDO BERNAL	3551 Southwest 139th Avenue Miami, Florida 33175
VICTOR M. MARIN	11455 West Flagler Street Apartment 612 Miami, Florida 33175

OFFICERS

Title	Name	Address
PRESIDENT	GERARDO BERNAL	3551 Southwest 139th Avenue Miami, Florida 33175
VICE PRESIDENT	VICTOR M. MARIN	11455 West Flagler Street Apartment 612 Miami, Florida 33174
SECRETARY	VICTOR M. MARIN	11455 West Flagler Street Apartment 612 Miami, Florida 33174

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TREASURER

GERARDO BERNAL

3551 Southwest 139th Avenue
Miami, Florida 33175

ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are:

Name	Address
MARCIA B. CABALLERO	2450 Southwest 137th Avenue Suite 221 Miami, Florida 33175

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to call thereon until the whole thereof shall have been paid.

ARTICLE TWELVE

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

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ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office: 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

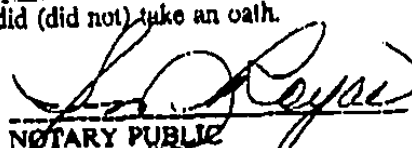
The corporation does hereby designate MARCIA B. CABALLERO, 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175 as its Registered Agent.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and affixed her seal on this 1st day of July, 1996.


MARCIA B. CABALLERO

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of July, 1996 by MARCIA B. CABALLERO, who is personally known to me or who has produced _____, as identification, and who did (did not) take an oath.


NOTARY PUBLIC
State of Florida at Large
My Commission expires:
Commission Number:



SUZANNE M. ROYAL
My Commission OC498887
Expires Nov. 07, 1998
Bonded by NAJ
800-423-1888

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H96000009580

FILED
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SECRETARY OF STATE
TALLAHASSEE, 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 **LA PLAYA DE VARADERO RESTAURANT, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **MARCIA B. CABALLERO**, located at 2450 Southwest 137th Avenue, Suite 221, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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, and agree to comply with the provision of said Act relative to keeping open said office.


MARCIA B. CABALLERO
Registered Agent

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