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9/17/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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2:33 PM

((H96000012997 B))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)592-9591

NAME: TONY MONTANA, INC.

AUDIT NUMBER.....H96000012997

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

9/17/96

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SEP 17 1996
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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9/18/96

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96 SEP 17 11:34

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of twenty-one or more, acting as incorporator of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

1. The name of the corporation, hereinafter referred to as the Corporation, shall be **Tony Montana, Inc.**
2. The duration of the Corporation shall be perpetual.
3. The object and purpose for which the Corporation is formed is to engage in the business the ownership and management of a restaurant and any other business permitted by law.
4. The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar(\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.

Prepared by: Nations Business Center
3900 NW 79th Avenue, S-326
Miami, FL 33166
Phone #: (305) 591-9448


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5. *Shareholder have the pre-emptive right to acquire additional shares of stock.*
6. *Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.*
7. *The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.*
8. *The initial registered office and principal place of the Corporation shall be located at: 101 SW 12 Avenue, Miami, Florida 33130. The initial registered agent is Tony Montana.*
9. *The following persons shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected: Tony Montana, who resides at 101 SW 12 Street, Miami, Florida 33130.*
10. *The incorporators of this corporation are Tony Montana, whom resides at the address stated in Paragraph 9.*

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11. The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.
12. The registered agent acknowledges that he/she is familiar with and accepts, the duties and responsibilities of registered agent for this Corporation.

IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 17 day of September 1996.


Tony Montana
Incorporator/Director

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 17 DAY OF SEPTEMBER 1996.


NOTARY PUBLIC

My commission expires:



Seal of the State
TALLAHASSEE, FL 32304

96 SEP 17 PM 3:40

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10/25/96

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3:43 PM

((H96000015094 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAG-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TONY MONTANA, INC.

AUDIT NUMBER.....H96000015094

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 1

DEL.METHOD.. FAX

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96 OCT 28 AM 8:51

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96 OCT 28 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation - 78 + RA
Florida

10/25/96

16:06

NO. 817

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ARTICLES OF AMENDMENT

H96000015094

I, The undersigned natural person of the age of twenty-one or more, acting as the director of a corporation under title 607, MD6 of the LAWS of the State of Florida adopt the following Articles of Amendment for Tony Montana, Inc.

- 1) Article 9 - The new director, registered agent is Georgette Pariente whom resides at 101 SW 12 Avenue, Miami, FL 33130 as approved by the Stockholders and the Board of Directors at a duly called and authorized meeting of said parties.

The adoption date: October 8, 1996

IN WITNESS WHEREOF, We have duly executed and adopted these Articles of Amendment, on this 8 day of October, 1996.

I accept the appointment as registered agent


Georgette Pariente
Director/ Registered Agent

FILED
96 OCT 28 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED BEFORE ME, a Notary Public in and for the State of Florida, this 8 day of October 1996.


Notary Public

Seal:

Prepared by: Nations Business Center
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448



A. J. FANDINO
My Comm Exp. 09/24/99
Bonded By Service Inc
No. CC495432
(If personally known, Affiant's Name)

DRIVER LIC. # P653-293-AB-947-0

H96000015094