

• Suite 1, Tallahassee, FL 32301, (904)224-8870
Post Office Box 10349, Tallahassee, FL 32302
OLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Santa Fe de Bogota
Restaurant, Inc.

3

Regular _____
Two Day Service _____

_____ Return via _____

Express Mail No. _____

Our \$ _____

	U.S. FEE.	DISBURSED
Capital Express TM		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		

Art. of Amend. File _____
Dissolution/Withdrawn _____
C U S _____
Fictitious Name File _____

Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		

Corporate KII		
Vehicle Search		
Driving Record		
Document Retrieval		

UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
File No.'s, _____ Copies _____

Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____

SUBTOTALS _____

CONFIRMED APPROVED

CK No.

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.

THANK YOU
from
Your Capital Connection

F. 2A

ARTICLES OF INCORPORATION

OF

SANTA FE de BOGOTA RESTAURANT, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be, SANTA FE de BOGOTA RESTAURANT, INC.

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) shares of all one class at One (\$1.00) Dollars each par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V
CORPORATE ADDRESS

The initial street address of the State of Florida of the principal office of this corporation is as follows:

9714 S.W. 24th St.
Miami, Florida 33165

FILED
96 OCT -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows: Maria M. Perez.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The numbers of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

<u>Name</u>	<u>Address</u>
Maria Perez	4923 S.W. 147th Ct. Miami, Florida 33185
Ramon Perez	4923 S.W. 147th Ct. Miami, Florida 33185

ARTICLE VIII
INCORPORATOR

The name of the Incorporators signing these Articles of Incorporation are:

Maria M. Perez	4923 S.W. 147th Ct. Miami, Florida 33185
Ramon E. Perez	4923 S.W. 147th Ct. Miami, Florida 33185

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

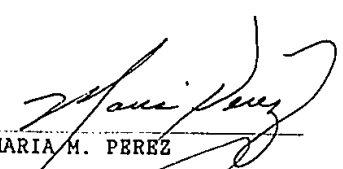
ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

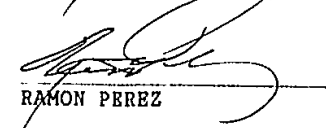
ARTICLE XII
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.



MARIA M. PEREZ

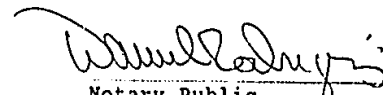


RAMON PEREZ

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above-named to take acknowledgments personally appeared Maria M. Perez and Ramon E. Perez (they have produced as identification and/or personally known to me), and who executed the foregoing Articles of Incorporation, as incorporators and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and seal on this 30 day of September, 1996.


Notary Public

My Commission Expires:



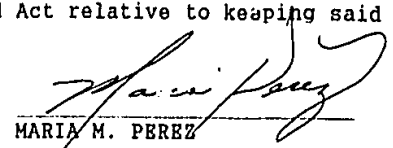
REGISTERED AGENT CERTIFICATE

In pursuance of chapter 48.091, Florida Statutes, following is submitted, in compliance with said Act:

That SANTE PE de BOGOTA RESTAURANT, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named Maria M. Perez, office address, 9714 S.W. 24th Street, Miami, Florida 33165, its registered agent to accept service of process.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.


MARIA M. PEREZ

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above-named to take acknowledgments personally appeared Maria M. Perez to me well-known to be the person described in and who executed the Registered Agent certificate and who executed the foregoing Articles of Incorporation.

WITNESS my hand and seal on this 30 day of September, 1996.


Notary Public

My Commission Expires:



MANUEL RODRIGUEZ
My Commission CC364458
Expires Apr. 14, 1998
Bonded by HAI
800-422-1555

FILED
96 OCT -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA