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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RICARDO MARTINEZ-CID. P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCTR: 016640001666

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NAME: DOS LUNAS RESTAURANT CORPORATION
AUDIT NUMBER.....H96000013979
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H960000/397

ARTICLES OF INCORPORATION

Dos Lunas Restaurant Corporation

Article I - Name

The name of this corporation is Dos Lunas Restaurant Corporation.

Article II - Purpose

This corporation is organized to establish, manage and develop quality restaurants, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 1545 Washington Avenue, Miami Beach, Florida 33139.

The name of the initial Registered Agent of this corporation is Massimo Lucarini of 1545 Washington Avenue, Miami Beach, Florida 33139.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is Massimo Lucarini, of 1545 Washington Avenue, Miami Beach, Florida 33139, who will also serve as president/secretary/treasurer of the corporation.

Prepared by: Ricardo Martinez-Cid

1699 Coral Way, Suite 510, Miami, Florida 33145

Telephone (305) 859-7494/ Facsimile (305) 858-2513

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: 496000013979Article VII - Incorporator

The name and address of the person signing these Articles is Massimo Lucarini, of 1545 Washington Avenue, Miami Beach, Florida 33139.

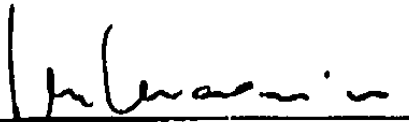
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this October 4, 1996.



Massimo Lucarini

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Massimo Lucarini, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, we have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this October 4, 1996.





/ Notary Public
State of Florida at Large

Prepared by: Ricardo Martinez-Cid
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

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TALLAHASSEE, FLORIDA

WITNESSETH:

That Dos Lunas Restaurant Corporation, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Massimo Lucarini, located at 1545 Washington Avenue, Miami Beach 33139, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of Dos Lunas Restaurant Corporation to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this October 4, 1996.



Massimo Lucarini
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
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