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CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 121637 159326A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 16, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 121637-005

CUSTOMER NO: 159326A

CUSTOMER: Bruce E. Evans, Esq
BRUCE E. EVANS, ESQ.

190 West Palmetto Park Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: EL CHURRASCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

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95 OCT 16 AM 10:49
DIVISION OF CORPORATION

W-22017
KR 10.16
10-18-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: EL CHURRASCO, INC.
Ref. Number: W96000022017

RECEIVED
SUBMIT
Please give original
submission date as file date.

We have received your document for EL CHURRASCO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 596A00047520

RECEIVED
96 OCT 18 11 13 AM '96
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

EL CHURRASCO, INC.

(a specific act of merit)

The undersigned subscribed to these Articles of
Incorporation to form a corporation for profit under the laws of
the State of Florida.

ARTICLE I

The name of the corporation shall be:

EL CHURRASCO, INC.

and its initial post office address and its principal office for
the conduct of business is:

6515 N.W. 74th Drive
Parkland, Florida 33067

The Board of Directors may from time to time move the principal
office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by
this corporation is:

(a) To erect, construct, establish, purchase, lease,
and otherwise acquire, and to hold, use, equip, outfit, supply,
service, maintain, operate, sell, and otherwise dispose of,
restaurants, inns, taverns, cafes, cafeterias, grills, automats,
buffets, diners, delicatessens, lunch rooms, coffee shops,
coffee and tea shops together with all ancillary sale items
luncheonettes, ice cream parlors, milk bars, candy stores, soda
fountains, bakeries, kitchens, bars, saloons, cocktail lounges,
banquet halls, catering establishments, concessions, and other
eating and drinking places and establishments of every kind and
description, and checkrooms, newsstands, and cigar, cigarette,
and tobacco stands and stores, and generally to conduct the
business of restaurateurs, caterers, innkeepers, tobacconists,

bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

(b) To manufacture, produce, and sell at wholesale or retail all kinds and types of beer, ale, and malt liquors and other types and kinds of beverages subject, however, to the laws of the United States and of any state requiring a license or permit for engaging in any of such businesses.

(c) To purchase, rent lease, design, patent, manufacture, produce, and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange, lease or assign, and otherwise dispose of, operate, provide service for, and deal with, either as principal or agent, and upon commission or otherwise, any and all types of vending machines or vending devices, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

(d) To acquire by purchase or otherwise, for investment, or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of for cash or on credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property, located in the State of Florida or elsewhere, and generally to deal and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(e) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(f) Subject to the limitations prescribed and the statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(g) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise

money for any purpose of this company, and to secure the same and interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

(h) Subject to the limitations prescribed, and the requirements of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(i) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in the Florida Statutes.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at \$1.00 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have one director initially, and the number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this corporation are:

MARIO FIORANI

6515 N.W. 74TH DRIVE

PARKLAND, FLORIDA 33067

ARTICLE VII

The name and address of the person signing these articles is:

MARIO FIORANI
6515 N.W. 74TH DRIVE
PARKLAND, FLORIDA 33067

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

The street address of the initial registered office of this corporation is 6515 N.W. 74th Drive, Parkland, Florida 33067 and the name of the initial registered agent of this corporation located at 6515 N.W. 74th Drive, Parkland, Florida 33067.

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights

conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

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

ARTICLE XII

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XIII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 14th day of

October, 1996.



MARIO FIORANI -
SUBSCRIBER

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MARIO FIORANI, who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 14th day of October, 1996.



Notary Public

BRUCE E. EVANS

My Commission Expires:



OFFICIAL SEAL
BRUCE E. EVANS
My Commission Expires
May 18, 1997
Comm. No. CC 287244

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 EL CHURRASCO, INC., desiring to
organize under the laws of the State of Florida, With its
principal office, as indicated in the Articles of Incorporation at
6515 N.W. 74th Drive, Parkland, Florida 33067, has named MARIO
FIORANI, located at 6515 N.W. 74th Drive, Parkland, Florida 33067m
as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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.



MARIO FIORANI
Resident Agent

FILED
JUL 10 1968
TALLAHASSEE, FLORIDA