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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3670

NAME: RESTAURANTE RIO DE ENERO CORP.

AUDIT NUMBER.....H96000014686

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

CERT. OF STATUS..0

PAGES..... 9

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Rio de Janeiro Restaurant of January (Corp)

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696-22280 C
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: RESTAURANTE RIO DE ENERO CORP.
REF: W96000022280

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000014686
Letter Number: 796A00048339

ARTICLE# OF INCORPORATION

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02

RESTAURANTE RIO DE ENERO CORP.

ARTICLE I
NAME

The name of this corporation is:

RESTAURANTE RIO DE ENERO CORP.

ARTICLE II
DURATION

This corporation is to exist perpetually. It shall commence its existence and may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue One (1,000) Thousand shares of common stock at One (\$1.00) Dollar par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of

YDELSY Q. FORTE
Attorney at Law
2333 Brickell Avenue, Mezz. Suite
Miami, Florida 33129
PH: (305) 854-7474

- 300 993

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TALLAHASSEE, FLORIDA

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Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V - PREEMPTIVE RIGHTS

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 other.

ARTICLE VI CORPORATE ADDRESS

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

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ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and initial street address of this corporation is 2333 Brickell Avenue, Mezzanine Suite, Miami, Florida 33129 and the initial registered agent of this corporation at that address is OLMEDO REBELLON.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE IX
INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| OLMEDO REBELLON | 10335 Northwest 48 Street Miami, Florida 33178 |
| RUBY JARAMILLO | 10335 Northwest 48 Street Miami, Florida 33178 |

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities

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to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such [person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may lawfully be entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and not act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board

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of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XI
REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XII
INCORPORATORS

The name and street address of each subscriber of the Articles of Incorporation is:

NAME

ADDRESS

OLMEDO REBELLON

10315 Northwest 48 Street
Miami, Florida 33178

RUBY JARAMILLO

10315 Northwest 48 Street
Miami, Florida 33178

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ARTICLE XIII
BY-LAWS

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by the shareholders, and the shareholders may prescribe in any By-law made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIV
POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.


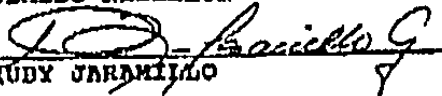
ARTICLE XV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

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OLMEDO REBELION

RUBY JARAMILLO

STATE OF FLORIDA }
COUNTY OF DADE } ss

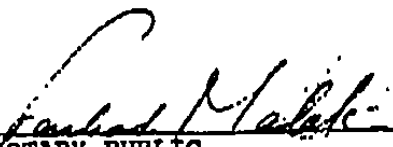
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared OLMEDO REBELION and RUBY JARAMILLO, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, as incorporators and acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 15th day of October, 1996.

My Commission Expires:



FARHAD MALEK
MY COMMISSION EXPIRES
DECEMBER 31, 1998
BONDED WITH TROY FARM INSURANCE, INC.


NOTARY PUBLIC
State of Florida at Large

REGISTERED AGENT CERTIFICATE

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

FIRST - That RESTAURANTE RIO DE ENERO CORP. 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 OLMEDO

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REBELLON located at 10315 Northwest 48 Street, Miami,
Florida, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

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.

[Signature]
OLMEDO REBELLON

STATE OF FLORIDA }
COUNTY OF DADE } ss

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I HEREBY CERTIFY that on this day before me, a Notary
Public, duly authorized to take acknowledgements, personally
appeared OLMEDO REBELLON, to me well known to be the person
described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 15th day of
October, 19 96.

My Commission Expires:

[Signature]
NOTARY PUBLIC
State of Florida at Large



F. AHMAD MALIK
MY COMMISSION # 00409678 EXPIRES
December 21, 1998
NOTARY PUBLIC STATE OF FLORIDA, INC.

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