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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)541-3770

NAME: LA ESTANCIA CAFETERIA, INC.

AUDIT NUMBER.....H96000015097

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

"LA ESTANCIA CAFETERIA, INC."

The undersigned, with the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is "LA ESTANCIA CAFETERIA, INC."

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of restaurant/cafeteria
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

LORENZO VIEITO
814 Ponce de Leon Blvd # 206
Coral Gables, Fla 33134
(305) 445-7300
Fla. Bar # 0967300

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TALLAHASSEE, FLORIDA

ARTICLE FOUR

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CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is TWO HUNDRED. Such shares shall be of a single class, and shall be without par value.

ARTICLE FIVE

PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is 776 West Flagler Street, Miami, Fla. 33130; and the name of the initial registered agent at such address, is MARIE C. RAMIREZ.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation are THREE. The names and addresses of each person who is to serve as a member of the initial board of director are:

Name	Address
MARIE C. RAMIREZ (President)	776 W. Flagler Street Miami, Fla. 33130
JULIO RAMIREZ (Vice-President)	776 W. Flagler Street Miami, Fla. 33130
OSMAR D. MEJIAS (Secretary)	776 W. Flagler Street Miami, Fla. 33130

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporator are:

Name	Address
MARIE C. RAMIREZ (President)	776 W. Flagler Street Miami, Fla. 33130

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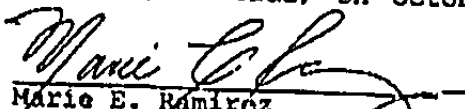
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EMPIRE CORPORATE KIT

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Executed by the undersigned at Miami, Florida, on October 25th., 1996


Marie E. Ramirez


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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: "LA ESTANCIA CAFETERIA, INC."
2. The name and address of the registered agent and office is:
MARIE G. RAMIREZ
776 West Flagler Street
Miami, FL 33130

SIGNATURE


Marie C. Ramirez
(corporate officer)

TITLE:

President

DATE:

May 23rd., 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


Marie C. Ramirez

Date:

October 25th., 1996

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