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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

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*****70.00 *****70.00

SUBJECT: EL MANDIL ENTERPRISES, INC.
(Proposed Corporate Name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$70.00.

FROM: Alan C. Hopps

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NE NOV 7 1996

ARTICLES OF INCORPORATION
OF
EL MANDIL ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, desiring to become incorporated as a corporation under and in accordance with the laws of the State of Florida and obtain the benefits conferred by said laws upon corporations, do hereby mutually agree upon and enter into the following Articles of Incorporation, the terms whereof shall be equally obligatory upon the parties hereto as well as upon all other persons who from time to time may be stockholders in the corporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be EL MANDIL ENTERPRISES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business of the corporation shall be in Orlando, State of Florida.

There may be such subordinate branch offices in such place or places within or without said state as may be deemed necessary or desirable by the Board of Directors to transact the business of the corporation, such branch or subordinate offices to be in the charge of such person or persons as may be appointed by the Board of Directors. Unless otherwise determined by the Board of Directors the business address of the corporation shall be 2572 Robert Trent Jones Drive #1236, Orlando, FL 32835.

ARTICLE III

CORPORATE PURPOSE AND POWER

I. The purpose for which said corporation is organized are as follows:

(a) To engage in the business of establishing and operating restaurants in the State of Florida as permitted by law.

(b) To purchase, or in any way acquire for investment or for sale or otherwise, real estate, buildings and other improvements, hereditaments, easements and appurtenances of every kind in connection therewith, or any estate or interest therein, of any tenure or description, in be the fullest extent permitted by law;

(c) To purchase, own and hold securities of other corporations;

(d) To undertake and carry on any business, investment, transaction, venture or enterprise which may lawfully be undertaken or carried on by a corporation and any business whatsoever, which may seem to the corporation convenient or suitable to be undertaken, whereby directly or indirectly any of its general purposes, property, enterprises or interests are promoted or rendered more valuable or profitable; or to do this foregoing for security purposes; and, for any of the purposes mentioned in these Articles, to acquire by purchase, lease or otherwise, the property, rights, franchises, assets, business and good will of any person, firm, association, building and loan association, or corporation engaged in or authorized to

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conduct any business or undertaking which may be carried on by this corporation or possessed any property suitable or useful for any of its own purposes, and carry on the same, and undertake all or any part of the obligations and liabilities in connection therewith, on such terms and conditions and for such consideration as may be agreed upon, and to pay for the same either all or partly in cash, stocks, bonds, debentures or other forms of assets or securities, either of this corporation or otherwise; and to effect any acquisition or carry on any business, authorized by these Articles of Incorporation either by directly engaging therein, or indirectly by acquiring the interests, shares, stocks, or other securities of such other business or entity, and holding and voting the same and otherwise exercising and enjoying the rights and advantages incident thereto.

(e) Conformably with law to undertake and carry on any business, investment, transaction, venture or enterprise, commonly undertaken or carried on by capitalists, promoters, financiers, contractors, merchants, commission men, brokers, factors and agents, whether in nature manufacturing, mercantile, agricultural, shipping, transportation, trading, investment, fiduciary or otherwise, either directly itself in its own name or indirectly by agents, contractors or trustees or through the medium of ownership of stock or any share or interest in any other business or enterprise engaged in or which may be formed or organized for any such pursuit or pursuits; and so to do any of such acts and things, as well as for its own benefit, as in the capacity of agent, contractor, or attorney-in-fact for any other person, firm or corporation.

(f) To buy or otherwise acquire, own, hold, use, improve, rent, let, sublet, mortgage and take mortgages of, lease or take on lease, and receive the rental income of real estate, buildings and other improvements hereditaments, easements and appurtenances of every kind in connection therewith, or any estate or interest therein, of any tenure or description, in the fullest extent permitted by law;

2. And in furtherance of said purposes, the corporation shall have the following powers, that is to say:

(a) To sue and be sued in any court; to make and use a common seal and to alter the same at its pleasure; to hold, purchase and convey real personal property as the purposes of the corporation shall require; to acquire without limit as to amount; to appoint such subordinate officers, agents or employees as the business of the corporation shall require; to make and adopt, and from time to time amend by-laws not inconsistent with any existing law for the management of its properties, the election and removal of its officers, the regulation of its affairs and the transfer of its stock and for all other purposes permitted by law;

(b) To borrow money or otherwise incur indebtedness, with or without security, and to secure any indebtedness by deed of trust, mortgage, pledge, hypothecation or other lien upon all or any part of the real or personal property of the corporation and to execute bonds, promissory notes, bills of exchange, debentures or other obligations or evidence of indebtedness of all kinds, whether secured or unsecured, and to owe debts in an amount which may at any time be in excess of its capital stock;

(c) To purchase, subscribe for, hold, own, sell, or otherwise acquire or dispose of and generally to deal in stocks, bonds, notes, debentures, commercial paper, obligations and securities, including, so far as permitted by law, its own issued shares of capital stock or other securities, and also any other interest therein, and while the owner of the same to exercise all the rights, powers and privileges of ownership;

(d) To draw, make, accept, endorse, assign, discount, execute and issue all such bills of exchange, bills of lading, promissory notes, warrants and other instruments to be assignable, negotiable or transferable by delivery or to order, or otherwise, as the business of the corporation shall require;

(e) To lend and advance money or to give credit, with or without security, to such persons, firms or corporations, and on such terms as may be thought fit; and, if with security, then upon mortgages,

deeds of trust, pledges or other hypothecations or liens upon real, personal and mixed property, or any right of interest therein or thereto.

(f) To aid in any matter any corporation of which any of the bonds or other securities or evidence of indebtedness or stock are held by the corporation, and to do any acts or things deemed necessary or expedient by the Board of Directors to preserve, protect, improve or enhance the value of any such bonds or other securities or evidences of indebtedness or stock, including specifically the right and power to enter into and take the management of any business enterprise of any kind or nature, and, while so managing any such business, to do the acts and things incidental or necessary thereto;

(g) To enter and perform contracts, undertakings and obligations of every kind and character;

(h) To promote, assist, subscribe or contribute to any association, organization, society, company, institution or object, charitable or otherwise, calculated to benefit the corporation, or any persons in its employ or having dealings with the corporation, or deemed to be for the common or public welfare;

(i) To become a party to and effect a merger or consolidation with another corporation or other corporations, and to enter into agreements and relationships not in contravention of law with any persons, firms or corporations;

(j) To become surety for or guarantee any dividends, bonds, stocks, contracts, debts or other obligations or undertakings of any other person, firm or corporation, and to convey, transfer or assign by way of pledge or mortgage, all or any of the corporation's property or rights, both present and future, to secure the debts or obligations, present or future, of such persons, firms or corporations, and on such terms and conditions as the corporation may determine;

(k) To do all or any of the above things in any part of the world, directly or indirectly and as principal, agent, factor, contractor or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction or partnership with others.

3. The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall be liberally construed both as to purposes and powers and shall not be deemed to exclude by inference any powers, objects and purposes which this corporation is empowered to exercise, whether expressly by force for the laws of the State of Florida now or hereafter in effect, or impliedly by the reasonable construction of said laws.

ARTICLE IV

AUTHORIZED STOCK

The Corporation is authorized to issue FIVE HUNDRED THOUSAND (500,000) SHARES, divided into Two Hundred Fifty Thousand (250,000) Class A Voting Common Shares, par value One Dollar (\$1.00) Per Share and Two Hundred Fifty Thousand (250,000) Class B Non-Voting Common Shares, par value One Dollar (\$1.00) Per Share; the aggregate par value of the Class A Voting Common Shares is Two Hundred Fifty Thousand Dollars (\$250,000) and the aggregate par value of the Class B Non-Voting Shares is Two Hundred Fifty Thousand Dollars (\$250,000). The aggregate par value of all shares is FIVE HUNDRED THOUSAND DOLLARS (\$500,000).

The relative rights, preferences and limitations of the Class A Voting Common Shares and the Class B Non-Voting Shares are identical in all respects, except that voting power for the election of directors and for all other purposes is vested exclusively in the holder of Class A Voting Common Shares, and, except as required by law, the holders of Class B Non-Voting Common Shares are not to have any voting power

or be entitled to receive notice of meetings of shareholders. In all matters in which they have the right to vote, the holders of Class A Voting Common Shares have one (1) vote per share and the holder of Class B Non-Voting Common Shares have one (1) vote per share.

In the case of any authorization to issue shares of the Corporation of any class, except where the authorization is for the purpose of issuing shares pursuant to any conversion privilege that may hereafter be given, the shares shall, unless otherwise provided by the shareholders' vote authorizing their issue, be offered for subscription to the holders of record of all common shares outstanding (on a record date determined by the board of directors) in proportion to the number of shares held by each of them, subject to regulation and adjustment as the board of directors may from time to time determine with a view to avoiding the issuance of fractional shares. If the shareholders' vote authorizing the issue of new shares shall so provide, or if the shares are offered for subscription to holders of common shares, and at the expiration of the subscription period any of the shares remain unsubscribed for, then the shares may be issued and sold at any time or from time to time on any terms or conditions, and to such persons, as the board of directors may determine. The shareholders may, when voting to authorize issuance of new shares, waive the rights created by this provision, and the waiver will be binding on all the shareholders of the Corporation.

ARTICLE V

INDEMNITY

1. The corporation shall indemnify each person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that such person is or was a director, officer or employee of the corporation, or is or was serving at the request of the corporation as a director, officer, or of another corporation, partnership, joint venture, trust or other entity or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided that such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the corporation; provided further, with respect to any criminal action or proceeding, that such person had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably to be in, or not opposed to, the best interests of the corporation, nor with respect to any criminal action or proceeding, shall the same create a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

2. The corporation shall indemnify each person who was or is a party, or is threatened to be made a party, to any threatened, or pending, or completed action or suit brought by or in the right of the corporation to procure a judgement in its favor by reason of the fact that such person is, or was, a director, officer, or employee of the corporation, or is, or was, serving at the request of the corporation, as a director, officer, partner, member, or employee of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other entity or enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit; provided that such person acted in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the corporation; provided further, that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's own duty or responsibility to the corporation, unless any and only the extent that the court in which such action or suit was brought, or in any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but

in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall determine to be proper

3 To the extent that a director, officer or employee of the corporation, or the person serving at the request of the corporation as a director, officer, partner, member, or employee of another corporation, partnership, joint venture, trust, or other entity or enterprise, has been successful on the proceeding referred to in paragraph 1 or paragraph 2 of this Article, or in defense of any claim, issue or matter involved therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

4 Any indemnification under paragraph 1 or 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer or employee is proper under the circumstances for the reason that such person has met the applicable standard of conduct set forth in paragraph 1 or 2. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so direct, by independent legal counsel in a written opinion to the corporation or (c) if a quorum of disinterested directors so directs, by a majority vote of the shareholders.

ARTICLE VI REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Alan C. Hopps
2572 Robert Trent Jones Drive #1236
Orlando, FL 32835

ARTICLE VII INCORPORATORS

The name(s) and street address of the incorporator(S) to these Articles of Incorporation is (are):

Alan C. Hopps
2572 Robert Trent Jones Drive #1236
Orlando, FL 32835

ARTICLE VIII SHAREHOLDERS

1. The owners of a majority of the shares of stock issued, outstanding and entitled to vote, present in person or by proxy, shall constitute a quorum.

2 These Articles may be amended by the affirmative vote of stockholders holding not less than a majority of all of the stock of the corporation issued and outstanding and having voting power at any annual meeting or at a meeting duly called for that purpose.

ARTICLE IX

LIMITED LIABILITY

No stockholder shall be liable for the debts of the corporation beyond the amount which may be due or unpaid upon any share or shares of stock of said corporation owned by him.

ARTICLE X

DURATION


The duration of the corporation shall be perpetual.

ARTICLE XI

SERVICE OF PROCESS

Service of legal process may be made upon the corporation in the manner provided by law.

The undersigned has (have) executed these Articles of Incorporation the 31 day of OCTOBER,
1996.

 PRESIDENT
(Signature, Title)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 EL MANDIL ENTERPRISES, INC.

2. The name and address of the registered agent and office is:


Alan C. Hopps
2572 Robert Trent Jones Dr. #1236
Orlando, FL 32835

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 31 day of October, 1996.



Signature

I hereby am familiar with and accept the duties and responsibilities as registered agent for EL MANDIL ENTERPRISES, INC. This 31 day of October, 1996.



Signature

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