

McCLAIN, ALFONSO  
& HERNANDEZ, P.A.

Attorneys at Law

Joe A. McClain  
Nancy McClain Alfonso  
Dennis J. Alfonso  
Alexander Hernandez

37908 CHURCH AVENUE  
POST OFFICE BOX 4  
DADE CITY, FLORIDA 33526  
(352) 567-5636  
FAX (352) 567-6696

38416 FIFTH AVENUE  
ZEPHYRHILLS, FLORIDA 33540  
(813) 782-8700  
(800) 273-7597  
FAX (813) 788-0441

Reply to: Dade City

November 18, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
The Capitol, Room 2001  
Tallahassee, FL 32314

000002012530--8  
-11/22/96--01067--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
Cactus Grille, Inc.

Dear Sir or Madam:

Enclosed herewith, please find the original and one copy of the aforementioned Articles of Incorporation, and a check in the amount of \$122.50 for filing fee.

Please return a certified copy to this office.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

*Rebecca L. Hutchinson*

REBECCA L. HUTCHINSON  
Legal Assistant to Attorney Joe A. McClain

Enclosures

FILED  
96 NOV 22 PM 11:52  
TALLAHASSEE, FLORIDA

12/2

**ARTICLES OF INCORPORATION**

**OF**

**CACTUS GRILLE, INC.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is: CACTUS GRILLE, INC.

**ARTICLE II**

The general purposes for which the corporation is organized are:

1. To operate a retail food service business.
2. To transact any business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock of a single class with a par value of One Dollar per share.

**ARTICLE IV**

The capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE V**

This corporation shall exist perpetually.

**ARTICLE VI**

The street address of the corporation is 12228 U.S. Highway 301, Dade City, Florida 33525. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

FILED  
96 NOV 22 AM 11:52  
TALLAHASSEE, FLORIDA

#### ARTICLE VII

The resident agent of the corporation shall be Maria S. Edwards, who consents to such appointment by executing these Articles.

#### ARTICLE VIII

The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders. The names and addresses of the officers and the first directors are:

Maria S. Edwards  
P.O. Box 1827  
Dade City, Florida 33526

President/Director

Jose Antonio Aguilar  
P.O. Box 1827  
Dade City, Florida 33526

Vice President/Director

Valery Aguilar  
P.O. Box 1827  
Dade City, Florida 33526

Secretary/Director

John D. Edwards  
P.O. Box 1827  
Dade City, Florida 33526

Treasurer/Director

#### ARTICLE IX

Subscribers to these articles are:

Maria S. Edwards  
P.O. Box 1827  
Dade City, Florida 33526

John D. Edwards  
P.O. Box 1827  
Dade City, Florida 33526

Valery Aguilar  
P.O. Box 1827  
Dade City, Florida 33526

Jose Antonio Aguilar  
P.O. Box 1827  
Dade City, Florida 33526

#### ARTICLE X

These Articles of Incorporation may be amended at any time in the manner provided by law. Every amendment shall be proposed by the Board of Directors and approved at a duly called meeting of the stockholders by a majority of the shares of stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement which manifests their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals as subscribers to  
these Articles of Incorporation, on this 18th day of November, 1996.

Maria S. Edwards  
Maria S. Edwards

John D. Edwards  
John D. Edwards

Valery Aguilar  
Valery Aguilar

Jose Antonio Aguilar  
Jose Antonio Aguilar

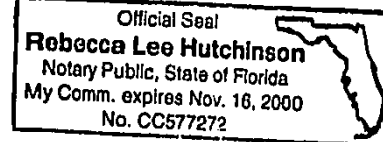
STATE OF FLORIDA  
COUNTY OF PASCO

On this day personally appeared before me, an officer authorized to administer oaths  
and take acknowledgements, Maria S. Edwards, John D. Edwards, Valery Aguilar and Jose  
Antonio Aguilar, who are personally known to me, or who have produced  
Fla. Drivers License as identification, and acknowledged before me that they  
executed the foregoing Articles of Incorporation.

Dated this 18th day of November, 1996.

Rebecca L. Hutchinson  
REBECCA L. HUTCHINSON  
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, Maria S. Edwards, whose address is P.O. Box 1827, Dade City,  
Florida 33526 accepts his designation as resident agent of CACTUS GRILLE, INC.

Dated this 18th day of November, 1996.

Maria S. Edwards  
Maria S. Edwards