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LET OF CES
GREEN, KAHN, PIOTRKOWSKI
A PROFESSIONAL SERVICE
SEVENTY-FOURTH STREET
MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4197

KAREN B. COHEN
MARVIN M. GREEN
BRUCE H. HORNSTEIN
DONALD J. KAHN
JOEL S. PIOTRKOWSKI
JESSICA S. SERELL

AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8813

FILED
96 DEC 26 PM 1:34
TALLAHASSEE, FLORIDA

December 13, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

Re: El Cuzco Restaurant, Inc.
Articles of Incorporation

700002031437--6
-12/17/96--01142--004
*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above, together with our check in the amount of \$70.00, representing the following:

Filing Fee	\$35.00
Resident Agent Fee	<u>35.00</u>
	\$70.00

W96-26578
612

Please file the Articles of Incorporation and return a copy to the undersigned marked "filed".

Your prompt attention to this matter is appreciated.

Very truly yours,

JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

24
12-26-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 18, 1996

GREEN, KAHN, PIOTRKOWSKI, P.A.
ATTN: JOEL S. PIOTRKOWSKI
317 71ST STREET
MIAMI BEACH, FL 33141

SUBJECT: EL CUZCO RESTAURANT, INC.
Ref. Number: W96000026578

We have received your document for EL CUZCO RESTAURANT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the 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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 096A00056378

LAW OFFICES
GREEN, KAHN, PIOTRKOWSKI
A PROFESSIONAL ASSOCIATION

317 SEVENTY-FIRST STREET
MIAMI BEACH, FLORIDA 33141

PLEASE REPLY TO: P.O. BOX 4197

KAREN B. COHEN
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JESSICA S. SERELL

AREA CODE 305
MIAMI 865-4311
TELEFAX 861-8613

December 23, 1996

Via Federal Express:
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

Re: El Cuzco Restaurant, Inc.
Articles of Incorporation

Gentlemen:

Pursuant to your letter of December 18, 1996, copy of which is enclosed, I have made the change to the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to the undersigned marked "filed".

Your prompt attention to this matter is appreciated.

Very truly yours,



JOEL S. PIOTRKOWSKI

JSP:ss
Enclosures

FILED
96 DEC 26 PM 1: 34
SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EL CUZCO RESTAURANT, INC.

The undersigned, of legal age, hereby form this corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be EL CUZCO RESTAURANT, INC.

ARTICLE II.

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transaction and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, including, but not limited to:

1. Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

CAPITAL STOCK

The corporation is authorized to have Five Hundred (500) Shares of stock outstanding with a par value of One and No/100 (\$1.00) Dollar each.

All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.

CORPORATE EXISTENCE

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE V.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be 7118 Collins Avenue, Miami Beach, Florida 33141 with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VI.

REGISTERED AGENT

The name and street address of the Registered Agent of this corporation is Anolian Dancuart, 4550 S.W. 133rd Avenue, Miami, Florida 33175.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) or more than the number specified in the by-laws of the corporation.

ARTICLE VIII.

DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation and By-Laws of the corporation, shall hold office for the first year of the existence of the corporation, shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
Anolian Dancuart	4550 S.W. 133rd Avenue Miami, Fl. 33175

ARTICLE IX.

INCORPORATOR(S)

The names and street addresses of the Incorporator(s) to these Articles of Incorporation is(are):

Name

Address

Anolian Dancuart

4550 S.W. 133rd Avenue
Miami, Fl. 33175

ARTICLE X.

OTHER PROVISIONS

The Directors of this corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 12th day of December, 1996.


Anolian Dancuart

STATE OF FLORIDA

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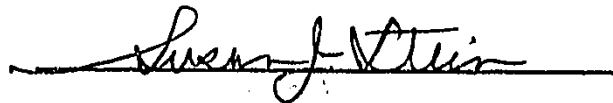
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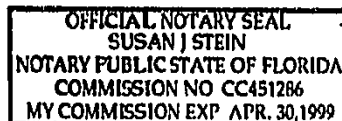
COUNTY OF DADE

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The foregoing instrument was acknowledged before me this 12th day of December, 1996, by Anolian Dancuart, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami Beach, Florida, this 12th day December, 1996.





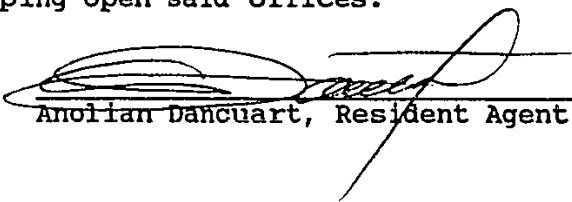
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SECRET
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First, that El Cuzco Restaurant, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Miami Beach, County of Dade, State of Florida has named Anolian Dancuart, of 4550 S.W. 133rd Avenue, Miami, Fl. 33175, as its agent to accept service of process within this State.

Having been named to accept service of process for the above states corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keeping open said offices.


Anolian Dancuart, Resident Agent.