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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWSS
PHONE: (305)523-2626

ACCT#: 076060003657

FAX #: (305)523-5306

NAME: EAST COAST BURRITO FACTORY, INC.

AUDIT NUMBER.....H96000018129

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

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EFFECTIVE DATE
1-1-97

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12/31/96

WORLDWIDE CORPORATE SERVICES, INC.

One Financial Plaza
Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626

December 30, 1996

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: East Coast Burrito Factory, Inc.

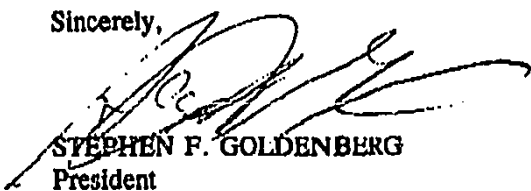
Gentlemen:

We are filing the following Articles of Incorporation for East Coast Burrito Factory, Inc., under Fax Audit Number H96000072129. Also filed this date were Articles of Merger, merging Keith & Alissa, Inc., Document Number H11003 into a corporation currently named East Coast Burrito Factory, Inc., Document Number P94000085905. The Articles of Merger change the name of the surviving entity to East Coast Burrito Factory of Commercial Blvd., Inc.

It is important that the new entity be effective as of January 1, 1997. If there are any problems with this filing we would appreciate you contacting us immediately.

Thank you for your attention to this matter.

Sincerely,



STEPHEN F. GOLDENBERG
President

SFG:ns
Enclosures

FAX AUDIT NUMBER: H96000018129

ARTICLES OF INCORPORATION
OF
EAST COAST BURRITO FACTORY, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
1-1-97

ARTICLE I

NAME

The name of this corporation shall be EAST COAST BURRITO FACTORY, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

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 having One (\$1.00) Dollar par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective January 1, 1997.

This instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293

FAX AUDIT NUMBER: H96000018129

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ARTICLE V**ADDRESS**

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: 261 East Commercial Blvd., Fort Lauderdale, Florida, 33334.

ARTICLE VI**REGISTERED AGENT**

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: December 30, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDENBERG, President

ARTICLE VII**DIRECTORS**

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293

FAX AUDIT NUMBER: H96000018129

FAX AUDIT NUMBER: W96000016129

ARTICLE VIII**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Name and Address

Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

ARTICLE IX**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 30, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By: 

STEPHEN F. GOLDENBERG
Incorporator and Registered Agent

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.O.N. 151293

95 DEC 31 11:57
FILED

12/30/96

16:27

LAW OFFICES

014

FAX AUDIT NUMBER:H96000018129

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared STEPHEN F. GOLDENBERG, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

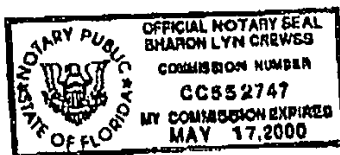
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on December 30, 1996.



Signature of Notary Public

Sharon Lyn Crews

Typed/Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires:



This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33304
(954) 523-2626
F.B.N. 151293