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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ~~MARIANAO~~ RESTAURANT, INC.

AUDIT NUMBER.....H97000001878

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

MARIANAO RESTAURANT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 31 PM 4:01

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The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

MARIANAO RESTAURANT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

a) Restaurant-Cafeteria and general merchandise.

b) To purchase, sell all of those items relative to the retail of cafeteria and restaurant, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

c) In the purchase, sell at retail and/or wholesale or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

Prepared by:
Jesus Valdez, Acct.
4344 SW 7th St.
Miami, FL 33134
(305) 444-0106

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d)To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of TWO DOLLARS (\$2.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office and at same time the mailing address of this corporation is 754 East 1st Avenue in the city of Hialeah, County of Dade, Florida 33010, and the name of the initial agent of this corporation is YARA L. HERNANDEZ.

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME**ADDRESS**

YARA L. HERNANDEZ
President

31 West 7th Street No. 05
Hialeah, Florida 33010

CARLOS M. DIAZ-SANCHEZ
Secretary

1225 Alibaba Ave.
Opa Locka, Florida 33054

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ARTICLE VIII- AMENDMENT

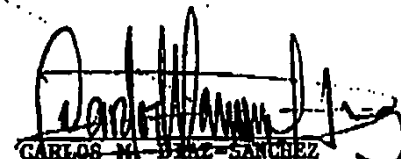
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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 alien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 24th day of January, 1997.


YARA L. HERNANDEZ
President


CARLOS M. DIAZ-SANCHEZ
Secretary

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JAN-31-1997 13:00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared YARA L. HERNANDEZ and CARLOS M. DIAZ-SANCHEZ, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 24th day of the month of January, 1997.



JESUS VALDES
COMMISSION # CC 558086
EXPIRES MAY 20, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
NOTARY PUBLIC
State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR MARIANAO RESTAURANT, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 24TH DAY OF JANUARY, 1997.

[Signature]
YARA L. HERNANDEZ
RESIDENT AGENT

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