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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: LA HACIENDA RESTAURANT, INC.  
AUDIT NUMBER.....H97000003192  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
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Handwritten signature and date: 2/25/97

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

La Hacienda Restaurant, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of Restaurant
2. To transact any other lawful 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.

Prepared by:  
Eduardo J. Mendez, acct.  
9370 Sunset Dr. # A-214  
Miami, Fl 33173  
(305) 275-5588

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 9370 S.W. 72nd St., Suite A-214, Miami, Florida 33173-3243.

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Adolfo Molina	70 East 44th Street, Hialeah, FL 33013
Franciaca Molina	70 East 44th Street, Hialeah, FL 33013

ARTICLE NINE


A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Eduardo J. Mendez	9370 S.W. 72nd St., Suite A-214, Miami, Florida 33173.3243

Executed by the undersigned at Miami, Florida,  
on February 24, 1997.

  
\_\_\_\_\_

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

In pursuance of Chapter 607.34 Florida Statutes, the  
following is submitted, in compliance with said Act:

First-That La Hacienda Restaurant, Inc.  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at the City of Miami, County of Dade  
State of Florida has named Eduardo J. Mendes  
located at 9370 S.W. 72nd Street,  
City of Miami County of Dade  
State of Florida, as its agent to accept service of process  
within this State.

ACKNOWLEDGMENT:

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

By

  
Eduardo J. Mendes

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