

MANUEL ZAIAC  
ATTORNEY AT LAW

P97000021883

SUITE 2380 ONE CENTRUST FINANCIAL CENTER

100 SOUTHEAST 2ND STREET

MIAMI, FLORIDA 33131

TELEPHONE 355-4580

FAX 374-6007

February 28, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P O Box 6327  
Tallahassee, Florida 32301

100002102841--9

-03/03/97--01125--016

\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of

LA TAQUERA DONA ROSA, INC.

Also enclosed is a check in the sum of \$122.50 to cover charter tax,  
filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

ENGLISH TRANSLATION: THE PLACE WHERE  
TACO'S ARE COOKED  
DONA ROSA, INC.

Sincerely,

*Manuel Zaiac*  
Manuel Zaiac

MZ:Ada

enc's.

STATE  
CORPORATIONS  
97 FEB -3 11:11:33

Manuel Zaiac GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *English Translation*  
DATE *3/1/97*  
DOC. EXAM *gj*

*gj 3/1/97*

FILED  
OFFICE OF THE CLERK OF THE COURT  
COUNTY OF LOS ANGELES

ARTICLES OF INCORPORATION  
OF

97 MAR -2 AM 11:33

LA TAQUERA DONA ROSA, INC.

Article I - Name

The name of this corporation is:

LA TAQUERA DONA ROSA, INC.

Article II - Duration

The existence of this corporation shall be perpetual.

Article III - Purpose

To engage in all types of food operations.

and for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue, 5,000 shares  
of One 00/100 Dollar (\$ 1.00 ) par value common  
stock.

Article V - Preferences, Limitations and  
Relative Rights of Shares of Capital Stock

Section 1. Rights upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed  
ratably among the holders of record of the Common Shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for  
the election of directors and for all other purposes shall be vested exclusive-

holds, 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 address of the initial registered office and the principal office of this corporation is: 100 SE 2nd St  
Suite 2350  
Miami Fla 33131

and the name of the initial registered<sup>resident</sup> agent of this corporation at that address is: Manuel Zaiac  
100 SE 2nd St  
Suite 2350  
Miami Fla 33131

#### Article VIII - Initial Board of Directors

This corporation shall have two director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The name (s) and address(es) of the initial director(s) of this corporation is (are):

Rosa Arellano  
4429 NW 93 Doral Court  
Miami Fla 33178

Héctor Francisco Millan-Gómez  
4429 NW 93 Doral Court  
Miami, Fla 33178

#### Article IX - Incorporator

The name and address of the person signing these articles is:

Rosa Arellano  
4429 NW 93 Doral Court  
Miami Fla 33178

#### Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### Article XI - Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan

Article XIII - 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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 28th day of February 1997.



Rosa Arellano  
Subscriber

STATE OF FLORIDA )

SS

COUNTY OF DADE )

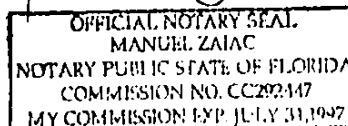
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Rosa Arellano

personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and who acknowledged before me that he executed those articles of incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of February 1997.

  
MANUEL ZAIAC



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT LA TAQUERA DOÑA ROSA, INC.  
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami  
(CITY)

STATE OF Florida HAS NAMED Manuel Zaiac  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 100 SE 2nd St (Suite 2350)  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Roe Wellano*  
(CORPORATE OFFICER)

TITLE President

DATE February 28, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE  
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION  
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Manuel Zaiac*  
(RESIDENT AGENT)  
Manuel Zaiac

DATE February 28, 1997