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WEINTRAUB, WEINTRAUB, SEIDEN & ORSHAN

2250 S.W. 3RD AVENUE, 5TH FLOOR
MIAMI, FLORIDA 33129

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March 21, 1997

SYDNEY L. WEINTRAUB, (1900-1994)
ALBERT L. WEINTRAUB
JAN K. SEIDEN
ROBERT D. ORSHAN
JAMES L. WEINTRAUB

ELIOT R. WEITZMAN
OF COUNSEL

GUATEMALA OFFICE:
7A. AVE. 7-78 2, 4. SA. NIVEL
GUATEMALA, C.A.
TEL: 314668 32212

SECRETARY OF STATE
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32381

RE: INCORPORATION OF:
SEA WALK FAST FOODS, INC.

FILED
97 APR -4 PM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed is the original and one (1) copy of the Certificate of Incorporation of the above corporation.

We have also enclosed our check drawn to your order in the amount of \$122.50 covering the following items:

Filing Fees.....\$ 35.00
Certified Copy Fee..... 52.50
Registered Agent Fee.... 35.00
\$122.50

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****122.50 ****122.50

Please certify and return the duplicate copy of the Certificate of Incorporation in accordance with your usual procedure.

Sincerely,



JAN K. SEIDEN

JKS:jll
Enclosure

Handwritten initials and date: JKS 4/3/97

CERTIFICATE OF INCORPORATION
OF
SEA WALK FAST FOODS, INC.

FILED
97 APR -4 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State, of the State of Florida, a Certificate of Incorporation, as follows:

I - CORPORATE NAME

The name of the proposed corporation shall be:

SEA WALK FAST FOODS, INC.

II - CORPORATION AUTHORIZED ACTIVITIES

The general nature of the business, and the objects and purposes proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully, and as to the same extent, as natural persons might or could do, to-wit:

A. To own and operate fast food restaurant establishments and to conduct, provide and

perform all functions and activities necessarily related thereto.

B. To buy, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate or any interest or rights therein, without a limit as to the amount; to lend money on notes secured by mortgage and real property; and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.

C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interest, accounts or debts of any person, partnership and/or corporations, domestic or foreign, owning or controlling any articles which are or might be or become useful in the business of this company, and to purchase, acquire, hold and dispose of stocks, bonds or other obligations, including judgments, interests, accounts or debts of any corporation, domestic or foreign who engage in business similar to that of this company, or who engage in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, products or property of this company may be used, or of any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stock, bonds or other obligations of this company.

D. To purchase, take and lease or, in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery and retain stores, insofar as the same by appurtenant to or useful for the conduct of the business as above specified; but only to the extent to which the company may be authorized by the statutes under which it is organized.

E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized under the laws of this state to consolidate, or whose stock the company, under the laws of this state and the provisions of this Certificate, is authorized to purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as to the consideration for the same, to pay cash or to issue shares, stocks or obligations of this company.

F. Subject to the limitations herein prescribed and the statutes of this state, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the laws of this state or of any state, or of any territory of the United States, or of any foreign country, and to sell or exchange the same, or upon the distribution of assets of dividends or profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

G. Subject to the limitations herein prescribed and the requirements of the statutes of this state, to borrow or raise money for the purpose of the company, and to secure the same and the interest thereon, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

H. Subject to the limitations herein prescribed and the requirements of the statutes of this state, to guarantee the payment of dividends or interest on any stock debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, provided the required authority be first obtained for that purpose, and be always subject to the limitations herein prescribed.

I. And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated, and any all other acts and things insofar as the same may be incidental to, or included in, any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above recited, under which said company is organized, and that the same shall be exercised by said company only in the manner and to the extent that the same may be authorized to be exercised under the said acts

above recited under which it was organized. The said corporation shall not be restricted in the performance of any part of its business by any jurisdictional limitation or boundary.

J. Without any particular limitation on any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have the power in carrying on its business, or for the purpose of accomplishing of any of the purposes, or attaining any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under the acts hereinabove referred to, and which a co-partnership or natural person could do and exercise, and which now hereafter may be authorized by law.

III - AUTHORIZED STOCK OF CORPORATION

The Capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
500	ONE DOLLAR (\$1.00)	ONE

IV - CORPORATE EXISTENCE

This corporation shall commence its existence immediately upon the filing of this Certificate of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

V - CORPORATE BUSINESS LOCATION; REGISTERED AGENT LOCATION

The principal place of business of this corporation shall be at: 2508 Country Club
Prado, Coral Gables, FL 33134, with the privilege of having branch offices at any other
place.

The name and street address of the initial registered agent and office is:

REGISTERED AGENT

JAN K. SEIDEN, ESQ.

ADDRESS OF INITIAL REGISTERED OFFICE

2250 S.W. Third Avenue - 5th Floor
Miami, FL 33129

VI - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall
be at least One (1) and no more than Three (3) Directors(s) of this corporation. The
number of Directors may be increased or decreased from time to time by By-laws adopted by
the shareholder(s). In no event shall the number of Directors be less than One (1). The
names and addresses of the members of the first Board of Directors are:

NAME

ADDRESS

ALVARO M. CABRERA

2508 COUNTRY CLUB PRADO
CORAL GABLES, FL 33134

VII - INCORPORATOR

The name and address of the incorporator(s) of this corporation is:

NAME

ADDRESS

ALVARO M. CABRERA

2508 COUNTRY CLUB PRADO
CORAL GABLES, FL 33134

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed this

Certificate of Incorporation this ____ day of March 1997.

BY


ALVARO M. CABRERA, Incorporator

STATE OF FLORIDA)

COUNTY OF DADE) ss:

PERSONALLY APPEARED before me, the undersigned authority ALVARO M. CABRERA, to me known to be the Incorporator(s) described in the foregoing Certificate of Incorporation of SEA WALK FAST FOODS, INC., and he acknowledged the same, and after being by me duly sworn, upon oath depose(s) and say(s): That it is intended in good faith to carry out the purposes and objects set forth herein.

SWORN TO AND SUBSCRIBED

before me this ____ day of

March 1997.

MY COMMISSION EXPIRES:

NOTARY PUBLIC, State of Florida

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 SEA WALK FAST FOODS, 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 STATE OF Florida, HAS NAMED JAN K. SEIDEN, ESQ.
(Name of Registered Agent)

LOCATED AT 2250 S.W. Third Avenue, 5th Floor, Miami, FL 33129
(Street address and number of building, Post Office Box address are not acceptable)

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

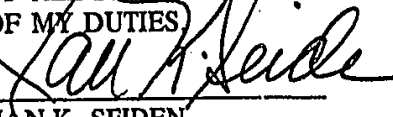
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
ALVARO M. CABRERA

TITLE: Incorporator and Director

DATE: March 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
JAN K. SEIDEN
(Registered Agent)

DATE March 1997

FILED
97 APR -4 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA