

P97000033843

April 10, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 APR 14 PM 12:23
TALLAHASSEE, FLORIDA

RE: THE LATIN MUSIC CHEF, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-captioned corporation, as well as Certificate of Resident Agent. Also enclosed is my check in the amount of \$122.50 to cover your respective fees. Please forward to me a certified copy of the Articles and Certificate of Incorporation.

Thank you for your courtesy in this matter.

Very truly yours,

Jul J. Faz

Julio J. Faz

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Encls.

APR 15 1997
[Signature]

ARTICLES OF INCORPORATION
OF
THE LATIN MUSIC CHEF, INC.

FILED
97 APR 14 PM 12:23
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is The Latin Music Chef, Inc.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one hundred shares of \$.10 par value common stock.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already 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 V

INITIAL OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office and principal office of this corporation is 1800 N.W. 24th Avenue, #304 Miami, Florida 33125 and the name of the initial registered agent of this corporation is Julio J. Faz.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (2) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

JULIO J. FAZ
1800 N.W. 24th Avenue
Apt. 304
Miami, Florida 33125
Phone: (305) 633-2460

Rosa Margarita Faz
1800 N.W. 24th Avenue
Apt. 304
Miami, Florida 33125
Phone: (305) 633-2460

ARTICLE VII

INCORPORATOR

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

Julio J. Faz
1800 N.W. 24th Avenue
Apt. 304
Miami, Florida 33125

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of April, 1997.



JULIO J. FAZ, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 10th day of April, 1997 by JULIO J. FAZ who is personally known to me or who has produced a _____ as identification and who did take an oath.

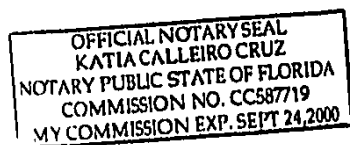


NOTARY PUBLIC (Signature)

KATIA CALLEIRO CRUZ

Name Printed/Typed

My Commission Expires:



**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 THE LATIN MUSIC CHEF, INC. 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,
JULIO J. FAZ, LOCATED AT 1800 N.W. 24th AVENUE, #304, CITY OF
MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE



(Corporate Officer)

TITLE PRESIDENT

DATE APRIL 10, 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


(Resident Agent)

DATE

4/10/97

FILED
97 APR 14 PM 12:27
TALLAHASSEE FLORIDA