P97000935374
Marc L. Goldman

Marc L. Goldman 9980 S.W. 83rd Avenue Miami, Florida 33156

Phone: (305) 274-0121

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March 17, 1997

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Fl. 32399

500002117845--9 -03/19/97--01057--006 ****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Wermar Enterprises, Inc. along with filing fee in the amount of \$122.50. Please return the copy with filing stamp and certificate to the undersigned.

Thank you for your cooperation.

Very truly yours,

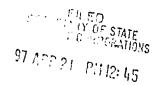
Marc L. Goldman

Enclosures

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 25, 1997

MARC L. GOLDMAN, ESQUIRE 9980 S.W. 83RD AVENUE MIAMI, FL 33156

SUBJECT: WENMAR ENTERPRISES, INC.

Ref. Number: W9700006858

We have received your document for WENMAR ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden Document Specialist

Letter Number: 697A00014972

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

I.

WEN-MART ENTERPRISES, INC.

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

To own, lease, maintain, or otherwise conduct businesses related to food service and restaurant concerns.

To market, invest in, buy, sell and develop real property.

To own, lease, use, experiment in, buy, sell and develop patents and patent rights of all kinds, and for items, objects, products, mechanisms, and goods of all kinds and nature and to deal in, manufacture, distribute, and sell and buy, such patents and patent rights and other such items, objects, products, mechanisms, and goods, and to enter into contracts for the purchase, sale, disposition, and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares, and merchandise of every kind and nature; to carry on such business as manufacturers, wholesalers, retailers, or importers and exporters, and to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

The Corporation is authorized to issue one hundred shares at one dollar (\$1.00) par value stock, which shares shall be designated "Common Stock". Said stock shall initially be issued as follows: 50% to Tony Martinez and 50% to Ana M. Martinez.

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Unless otherwise provided for in the Articles of Incorporation, each holder of capital stock in this corporation shall be entitled at each shareholder's meeting to one vote for every share of stock standing in his name on the books of the corporation; but transferees of shares that are transferred on the books of the corporation on or within ten (10) days preceding the next date set for a meeting shall not be entitled to notice of or vote at the meeting.

VI.

Every shareholder, upon 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VII.

The street address of the initial registered office of this corporation is: 9980 S.W. 83rd Avenue, Miami, Florida 33156 and the initial registered agent at that address is: Marc L. Goldman, Esquire.

VIII.

This corporation shall have as directors initially those persons designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses

of the initial directors of this corporation are:

NAME

ADDRESS

Tony Martinez

15393 S.W. 153rd Street

Miami, Florida 33187

Ana M. Martinez

15393 S.W. 153rd Street

Miami, Florida 33187

IX.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President/Vice-President

Tony Martinez

and Treasurer:

15393 S.W. 153rd Street Miami, Florida 33187

Secretary:

Ana M. Martinez

15393 S.W. 153rd Street Miami, Florida 33187

The name and address of the person signing these Articles is: Tony Martinez 15393 S.W. 153rd Street Miami, Florida 33187.

X.

If, at any time, any of the stockholders desire to sell their stock, said stockholder or stockholders shall first offer it, in writing, to the Board of Directors, stating prices and terms and give the Board of Directors thirty (30) days in which to place it with the stockholders. At the expiration of thirty (30) days, if no stockholder has purchased and settled for same, said stockholder or stockholders shall have the right to sell to whomever will purchase for no less than the same sum and prices for which it was offered to the Board of Directors.

TONY MARTINEZ, Subscriber

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in this state and county set forth above, personally appeared TONY MARTINEZ, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this day of March, 1997.

NOTARY PUBLIC, State of Florida at

Large

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 WEN-MART ENTERPRISES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT: 15393 S.W. 153 STREET, MIAMI, FLORIDA, 33187 AND MARC L. GOLDMAN, 9980 S.W. 83RD AVENUE, MIAMI, FLORIDA 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

TONY MARTINEZ
CORPORATE OFFICER & DIRECTOR

TITLE - PRESIDENT & CO-CHAIRMAN

<u>4-14-97</u>

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 DUTIES.

MARCL GOLDMAN

3-17-97

DATE

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