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COVER SHEET

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*****78.75 *****78.75

NAME OF INCORPORATION: Cafe Progreso Restaurant, Inc.

AMOUNT ENCLOSED : \$ 70.00 for the articles of Incorporation
\$ 8.75 for a certificate of status

PRESIDENT'S NAME: Erlinda Thompson

Please, send the certificate of Status to

Domingo Alonso
250 Valencia Avenue
Coral Gables, FL 33134
Phone: (305) 448-3898

FILED
97 APR 24 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 4/25/97

**ARTICLES OF INCORPORATION
OF
CAFE PROGRESO RESTAURANT, INC.**

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: Cafe Progreso Restaurant, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

228 NE 1st Avenue
Miami, FL 33132

ARTICLE III- NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE V - INITIAL REGISTERED AGENT

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Erlinda Thompson
228 NE 1st Avenue
Miami, FL 33132

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLES OF INCORPORATION
PAGE TWO

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President

Erlinda Thompson
228 NE 1st Avenue
Miami, FL 33132

Vice President

Donaldo Thompson
228 NE 1st Avenue
Miami, FL 33132

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:


President

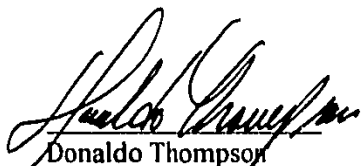
Erlinda Thompson
228 NE 1st Avenue
Miami, FL 33132

Vice President

Donaldo Thompson
228 NE 1st Avenue
Miami, FL 33132

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


Erlinda Thompson
President
State of Florida


Donaldo Thompson
Vice President
State of Florida

ARTICLES OF INCORPORATION
PAGE THREE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

Erlinda y Donald Thompson
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *they* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *21*
day of *April*, 19 *97*



PILAR P. ALONSO
My Commission OC243368
Expires Jan. 20, 1998

Pilar P. Alonso

NOTARY PUBLIC, State of Florida

My commission expires:

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

E Thompson

FILED
97 APR 24 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA