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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: LA CABANA RESTAURNAT-CAFETERIA, INC.
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Restaurant -
Cafeteria,
Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LA CABANA RESTAURANT-CAFETERIA, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

LA CABANA RESTAURANT-CAFETERIA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

- a) Restaurant-Cafeteria and general merchandise.
- b) To purchase, sell all of those items relative to the retail of cafeteria and restaurant, personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.
- c) In the purchase, sell at retail or wholesale or acquisition of general merchandise, business rights or franchise, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage, pledge or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

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TALLAHASSEE, FLORIDA

PREPARED BY
JESSE VALDEZ
ACCOUNTANT
4344 S.W. 7th St
Miami, FL 33135
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d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue TWO HUNDRED (200) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 and address of the initial registered office and at same time the mailing address of this corporation is 3163 S.W. 8th Street, in the city of Miami, County of Dade, Florida 33135, and the name of the initial registered agent is ESTHER RAMOS.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time by the BY-LAWS. The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
ESTHER RAMOS President	2950 South Dixie Hwy # 302 Miami, Florida 33133
GUSTAVO ROMERO Secretary	3163 S.W. 8th Street Miami, Florida 33135

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ARTICLE IX - 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.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 3rd day of February, 1997.


ESTHER RAMOS
President


GUSTAVO ROMERO
Secretary

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STATE OF FLORIDA)
)
 COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ESTHER RAMOS and GUSTAVO ROMERO, known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 3rd day of the month of February, 1997.



JESUS VALDES
 COMMISSION # CC 558088
 EXPIRES MAY 20, 2000
 BONDED THRU
 ATLANTIC BONDING CO., INC.

MY COMMISSION EXPIRES:

[Signature]
 NOTARY PUBLIC
 State of Florida at Large

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR LA CABANA RESTAURANT-CAFETERIA, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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.

SIGNED THIS 3RD DAY OF FEBRUARY, 1997.

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[Signature]
 ESTHER RAMOS
 RESIDENT AGENT

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