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(SAMPLE LETTER OF TRANSMITTAL) FILED

97 MAY 29 PM 2:05

DATE May 26, 1997

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SEVILLA-LUBY'S IMPORT & EXPORT INC.

Re: _____, Inc.
(Name of Corporation)

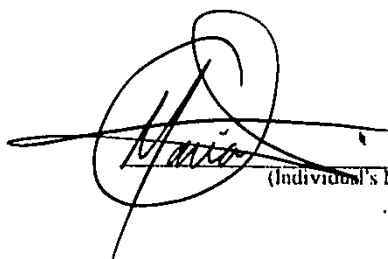
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-05/29/97--01089--004
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



(Individual's Name)

SEVILLA-LUBY'S IMPORT & EXPORT INC.

(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
5309 SW 153rd. Place		
Miami, Florida 33185		
PHONE		
(305)	552-8542	
Area Code	Number	Ext.

97-5-29-17

ARTICLES OF INCORPORATION

of

SEVILLA-LUBY'S IMPORT & EXPORT INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

SEVILLA-LUBY'S IMPORT & EXPORT INC.

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	5309 SW 153rd. Place		
CITY	Miami	FLORIDA	ZIP 33185

Mailing address, if different

STREET ADDRESS	SAME		
CITY	FLORIDA	ZIP	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

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

NAME	MARIA TERESA TRIGUEROS		
ADDRESS	5309 SW 153rd. Place		
CITY	Miami	FLORIDA FL.	ZIP 33185

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors 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 director(s) of the corporation are as follows:

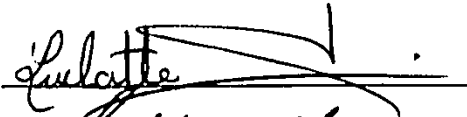
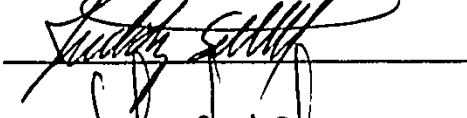
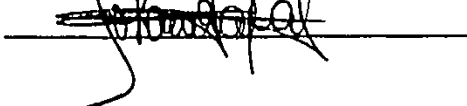
NAME	Liselotte Sevilla		
ADDRESS	5309 SW 153rd. Place		
CITY	Miami	STATE	Fl. ZIP 33185
NAME	Thomas Freddy Sevilla		
ADDRESS	8661 SW 137 Avenue		
CITY	Miami	STATE	Fl. ZIP 33183
NAME	Maria Teresa Trigueros		
ADDRESS	5309 SW 153rd. Place		
CITY	Miami	STATE	Fl. ZIP 33185

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Liselotte Sevilla		
ADDRESS	5309 SW 153rd. Place		
CITY	Miami	STATE	Fl ZIP 33185
NAME	Thomas Freddy Sevilla		
ADDRESS	8661 SW 137 Avenue		
CITY	Miami	STATE	Fl ZIP 33183
NAME	Johanna P. Tapia		
ADDRESS	9801 W. Flagler Street F-605		
CITY	Miami	STATE	Fl ZIP 33174

The undersigned incorporator(s) have executed these Articles of Incorporation this 26th day of May, 19 97.

 (Signature)
 (Signature)
 (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVILLA-LUBY'S IMPORT & EXPORT INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

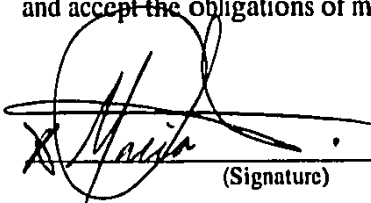
at 5309 SW 153rd. Place

Miami, Florida

has named Maria Teresa Trigueros

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

5-26-97

(Date)