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LAW OFFICE  
CHARLES DAWSON BARNETT  
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June 27, 1997

Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

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-07/02/97--01034--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: EAST COAST BURRITO FACTORY HOLDING COMPANY, INC.

Dear Sir:

Enclosed please find two original copies of the Articles of Incorporation for the above-named corporation, together with a check in the amount of \$122.50 for the filing thereof.

Please file the Articles and return one of the copies thereof to me together with your Certificate of Incorporation.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,



Charles D. Barnett

Enclosure

cc: Jeri James

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**  
**OF**  
**EAST COAST BURRITO FACTORY HOLDING COMPANY, INC.**

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The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation is East Coast Burrito Factory Holding Company, Inc. ("Corporation").
2. The mailing address and principal office address of the Corporation is 271 East Commercial Boulevard, Fort Lauderdale, Florida 33334.
3. The period of its duration is perpetual, unless sooner dissolved.
4. The date and time of the commencement of the corporate existence shall be the time of filing of Articles of Incorporation by the Department of State.
5. The general purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.
6. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 35,000,000, of which 5,000,000 shall be preferred stock (hereinafter called the "Preferred Stock"), having a \$.01 par value per share, and 30,000,000 shares shall be common stock (hereinafter called the "Common Stock"), having \$.01 par value per share.

The Preferred Stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such Preferred Stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

7. The street address of the initial registered office of the Corporation is 500 Australian Avenue South, Suite 800, West Palm Beach, Florida 33401, and the name of its initial registered agent at such address is Charles D. Barnett.

8. The affairs and business of the Corporation are to be conducted (a) by a Board of Directors of such number as the shareholders may select at each annual meeting of shareholders; (b) by a President, who shall be elected by the Board of Directors at such time and in such manner as the

Board of Directors may select; and (c) by such other officers, assistant officers and agents as the Board of Directors may authorize the President of the Corporation to appoint.

The first Board of Directors consisting of five directors, who shall serve until the first annual meeting of shareholders or until his successor(s) is elected and qualifies, is as follows:

Ned Levin  
271 East Commercial Boulevard  
Fort Lauderdale, FL 33334

Harold Hochhauser  
271 East Commercial Boulevard  
Fort Lauderdale, FL 33334

Jeffrey M. Brown  
271 East Commercial Boulevard  
Fort Lauderdale, FL 33334

Fredrick C. Brandau  
10117 West Oakland Park Boulevard  
Suite 418  
Sunrise, FL 33351

Jeri A. James  
271 East Commercial Boulevard  
Fort Lauderdale, FL 33334

9. The name and address of the incorporator is:

Charles D. Barnett  
500 Australian Avenue South  
Suite 800  
West Palm Beach, Florida 33401

10. The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

References to the Florida Business Corporation Act in this paragraph 10 are to that law as from time to time amended. No amendment to the Corporation's Articles shall affect any right of any person under this paragraph 10 based on any event, omission or proceeding prior to such amendment.

DATED: June 27, 1997, at West Palm Beach, Florida.

  
CHARLES D. BARNETT

CHARLES D. BARNETT, having been designated to act as Registered Agent, hereby agrees to act in this capacity.

  
CHARLES D. BARNETT

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