



THE UNITED STATES
CORPORATION
COMPANY

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AUTHORIZATION :

Patricia Pujols

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CUSTOMER NO: 4363705

CUSTOMER: Peter B. Smith, Esq
SMITH SMITH & WENDER

190 W. Palmetto Park Road

Boca Raton, FL 33432

DOMESTIC FILING

NAME: AUGUSTIN'S RESTAURANT AND
MARKET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
AGUSTIN'S RESTAURANT AND MARKET, INC.

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
AGUSTIN'S RESTAURANT AND MARKET, INC.

and its initial post office address and its principal office for the conduct of business is:

711 Coquina Way
Boca Raton, Florida 33432

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette,

engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

(b) To manufacture, produce, and sell at wholesale or retail all kinds and types of beer, ale, and malt liquors and other types and kinds of beverages subject, however, to the laws of the United States and of any state requiring a license or permit for engaging in any of such businesses.

(c) To purchase, rent, lease, design, patent, manufacture, produce, and otherwise acquire, own, hold, deal in, prepare for market, sell, exchange, lease or assign, and otherwise dispose of, operate, provide service for, and deal with, either as principal or agent, and upon commission or otherwise, any and all types of vending machines or vending devices, whether operated manually, mechanically, electrically, or otherwise, now in use or which may be hereafter invented or created.

(d) To maintain, operate, and conduct delicatessen

(e) To own, conduct, operate, maintain and carrying on the business of a fast food restaurant, and to prepare and sell foods and beverages of all kinds, and to do all things incidental and necessary to the operations of a fast food restaurant.

(f) To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

(g) To own, lease, operate, manage, conduct and carry on all manner of business ventures, associations, corporations, including real estate or mortgage broker, real estate agent, real estate appraisal, investments, real estate and property development and management and all other activities lawful under the laws of Florida and the United States.

(h) To acquire by purchase or otherwise, for investment, or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of for cash or on credit, by

interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(i) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(j) Subject to the limitations prescribed and the statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(k) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise money for any purpose of this company, and to secure the same and interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable

ties issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(m) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014, and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at One (1.00) Dollar par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

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

ARTICLE V

members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have one director initially, and 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. The name and address of the initial director of this corporation is:

AGUSTIN BARCHUK

711 Coquina Way
Boca Raton, Florida 33432

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary

ARTICLE VIII

The street address of the initial registered office of this corporation is 190 West Palmetto Park Road, Boca Raton, Florida, and the name of the initial registered agent of this corporation at that address is Peter B. Smith.

ARTICLE IX

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIII

The name and address of the person signing these Articles is:

PETER B. SMITH

190 W. Palmetto Park Road
Boca Raton, Florida 33432

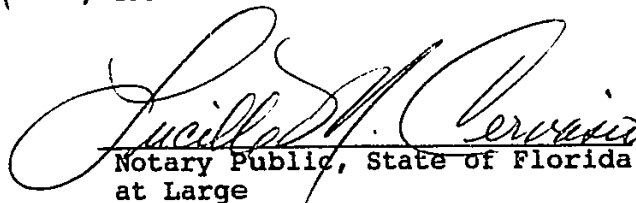
IN WITNESS WHEREOF, the undersigned subscriber has
executed these articles of incorporation this 9 day of

STATE OF FLORIDA :

COUNTY OF PALM BEACH:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared PETER B. SMITH, 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 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
9 day of July, 1997.


Notary Public, State of Florida
at Large

My Commission Expires:



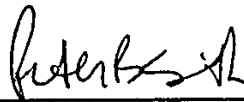
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First-- That AGUSTIN'S RESTAURANT AND MARKET, INC.,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of Incorpora-
tion at 711 Coquina Way, Boca Raton, County of Palm Beach,
Florida, has named PETER B. SMITH, located at 190 W. Palmetto
Park Road, Boca Raton, Florida 33432 as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open
said office.



Peter B. Smith -
Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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