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FLORIDA DIVISION OF CORPORATIONS
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((H97000011614 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ANTHONY P. BERNARD
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NAME: TARASCAS BAR & RESTAURANT, INC.

AUDIT NUMBER.....H97000011614

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

Bm 7/17/97

FAX AUDIT#: H97000011614

ARTICLES OF INCORPORATION

TARASCAS BAR & RESTAURANT, INC.

(Name of Corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS: TARASCAS BAR & RESTAURANT, INC.
1661 NE 8 STREET, MIAMI FL 33030

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 ONE HUNDRED SHARES (100) OF ONE DOLLAR (S) (\$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

NAME MICHAEL C. CAFARO
ADDRESS 100 N.E. 15 ST # 103-C
CITY HOMESTEAD STATE FLORIDA ZIP 33030

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTOR(S) 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	<u>FRANCISCO MARTINEZ (PRESIDENT)</u>			
ADDRESS	<u>1661 NE 8 STREET</u>			
CITY	<u>HOMESTEAD</u>	STATE	<u>FL</u>	ZIP <u>33030</u>
NAME	<u>TEODULO MARTINEZ</u>			
ADDRESS	<u>1661 NE 8 STREET</u>			
CITY	<u>HOMESTEAD</u>	STATE	<u>FL</u>	ZIP <u>33030</u>
NAME				
ADDRESS				
CITY		STATE		ZIP
NAME				
ADDRESS				
CITY		STATE		ZIP

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95 AVENUE
STE. # 109
MIAMI FL 33157
(305) 251-4591

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ARTICLE VII - INCORPORATORS

THE NAMES AND ADDRESSES OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME	FRANCISCO MARTINEZ			
ADDRESS	1661 NE 8 STREET			
CITY	HOMESTEAD	STATE	FL	ZIP 33030
NAME				
ADDRESS				
CITY		STATE		ZIP
NAME				
ADDRESS				
CITY		STATE		ZIP
NAME				
ADDRESS				
CITY		STATE		ZIP

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER(S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 12TH DAY OF JUNE 1997.



(SEAL)

(SEAL)

(SEAL)

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

FRANCISCO MARTINEZ

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE ARTICLES OF INCORPORATION.

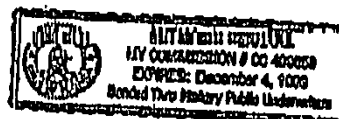
IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID,
THIS 12TH DAY OF JUNE 1997.

(NOTARY SEAL)


(NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION EXPIRES:

FAX AUDIT #: H97000011614



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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

S. D. TAYLOR, STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

TARASCAS BAR & RESTAURANT, INC.

(NAME OF CORPORATION)

FURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE FOLLOWING SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION

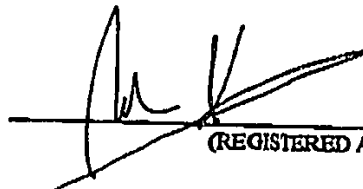
AT 100 NE 15 STREET # 103-C. HOMESTEAD FL 33030

HAS NAMED MICHAEL C. CAFARO

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN KEEPING OPEN SAID OFFICE.



(REGISTERED AGENT)

PREPARED BY : ANTHONY BERNARD
16201 S.W. 93 AVENUE
STE. # 109
MIAMI FL 33157
(305) 251-4591

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