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July 16, 1997

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***157.50 ***78.75

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

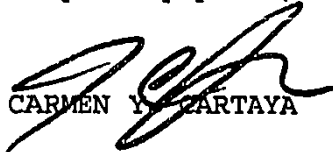
RE: ~~2 X 4 Cafe Calle Soto Inc.~~
2 X 4 Cafe Hialeah, Inc.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$157.50 for the filing fees (2 corporations at \$70.00 per corporation) and Certificates of Good Standing (\$8.75 per corporation) for the above-referenced corporations along with an original and one copy of the Articles of Incorporation for filing. Please forward to my attention, date stamped copies of the Articles (an extra copy of the Articles are enclosed for that purpose) along with Certificates of Good Standing.

Thank you for your cooperation in this matter.

Very truly yours,


CARMEN Y. CARTAYA

CYC/pll

Enclosures

FILED
97 JUL 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-28-97

ARTICLES OF INCORPORATION
OF
2 X 4 CAFE -- HIALEAH, INC.

FILED
97 JUL 24 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, a natural person over eighteen (18) years of age, for the purpose of forming a corporation in accordance with the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is 2 X 4 CAFE -- HIALEAH, INC.

ARTICLE II

The corporation's existence shall commence on the date and time of filing of these Articles of Incorporation by the State of Florida, Department of State and shall continue perpetually thereafter.

ARTICLE III

The corporation is organized for any and all lawful purposes which corporations may effect in the State of Florida and specifically for the retail sale of food products.

ARTICLE IV

The principal place of business of the corporation shall be:
250 Catalonia Avenue, Suite 605, Coral Gables, FLA 33134

ARTICLE V

In furtherance of the purposes set forth in Article III, the corporation shall have and enjoy any and all rights, powers and privileges permitted corporations under the general laws of the

State of Florida, including but not limited to the right to purchase, sell, lease or otherwise acquire real property, purchase and/or sell shares of stock or other corporations or invest in other business entities, hold bank accounts and investment instruments and enter into contracts and other agreements.

ARTICLE VI

The members of this corporation shall consist of the persons hereinafter named as directors and incorporators and such other persons as from time to time may become members in the manner provided by the By-Laws.

ARTICLE VII

The corporation's initial registered office shall be located at 250 Catalonia Avenue, Suite 605, Coral Gables, FLA 33134. The corporation's initial Registered Agent at such address shall be Rinaldo J. Cartaya. Attached hereto as Exhibit "A" is the acceptance of Registered Agent.

ARTICLE VIII

The corporation shall be authorized to initially issue 10,000 share of common stock.

ARTICLE IX

The corporation's initial Board of Directors shall consist of the following:

Rinaldo J. Cartaya, President
6855 Edgewater Drive, #2D
Miami, FLA 33133

Ramiro Vertot, Secretary/Treasurer
250 Catalonia Avenue, Suite 605
Miami, FLA 33134

ARTICLE X

The name and address of the Incorporator of the corporation is

Rinaldo J. Cartaya
6855 Edgewater Drive #2D
Miami, FLA 33133

ARTICLE XI

The Articles of Incorporation may be amended only by resolution of the Board of Directors.

IN WITNESS WHEREOF I have hereunto set my hand and seal this
16th day of July, 1997 at Miami, Dade County, Florida.

STATE OF FLORIDA)
).SS
COUNTY OF DADE)

BEFORE ME a Notary Public authorized to take oaths and acknowledgments personally appeared RINALDO J. CARTAYA well known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged that he executed same for the purposes therein expressed, this 16th day of July, 1997.



NOTARY PUBLIC, State of Florida

My Commission Number:

My Commission Expires:



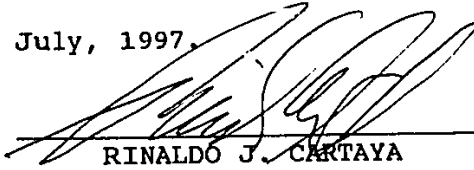
CARMEN Y CARTAYA
My Commission CC526132
Expires Jan. 22, 2000

EXHIBIT "A"

ACCEPTANCE OF REGISTERED AGENT

I, RINALDO J. CARTAYA, hereby accept the designation of Registered Agent for 2 X 4 CAFE -- HIALEAH, INC. and agree to faithfully perform all duties required thereof.

Dated this 16th day of July, 1997.


RINALDO J. CARTAYA

STATE
TALLAHASSEE, FLORIDA

97 JUL 24 AM 11:05

FILED