

SAX, WILLINGER & GOLD

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

Attorneys at Law
8180 N.W. 36 Street
Suite 100
Miami, Florida 33166

Telephone: 305/591-1040
Broward: 954/437-9279
Facsimile: 305/592-9699

P970000 73120

November 21, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Corporate Filing for Los Rapidos Cafeteria, Inc.

600002367356--3
-12/03/97--01034--001
*****157.50 *****35.00

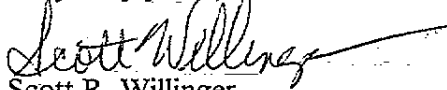
Greetings:

Enclosed please find the following:

1. Officer/Director Resignation.
2. Statement of Change of Registered Office or Registered Agent or both for Corporations.
3. Resignation of Registered Agent.
4. Our trust account check in the amount \$157.50 representing filing fees of \$35.00, \$35.00 and \$87.50, respectively.

Also enclosed are copies of each of the forms along with a self-addressed envelope. Please date stamp copies of each of the forms and return them to my office. A self-addressed, stamped envelope is enclosed for your convenience. Thank you for your assistance in this matter.

Very truly yours,


Scott R. Willinger
Attorney-at-Law

SRW:mt

Enclosures

cc: Los Rapidos Cafeteria, Inc.
Jorge Vidal

FILED
97 DEC -3 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge

HTJ 12-10-97

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Los Rapidos Cafeteria, Inc.

2. The mailing address of the corporation is: 3196 NW 72 AVENUE
MIAMI, FL 33122

3. Date of incorporation/qualification: 8/22/97 Document number: P97000073120

4. The name and address of the current registered agent and office:

Jorge L. Vidal

2957 Bridgeport Avenue

Coconut Grove, FL 33133

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Andrea H. Diaz

1625 W 6 AVENUE

MIAMI, FL 33010

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

November 21, 1997

(Date)

Jorge L. Vidal, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

November 21, 1997

(Date)

If signing on behalf of an entity:

ANDREA H DIAZ

(Typed or Printed Name)

(Capacity)