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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: CHARISSE DELGADO  
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FAX #:

NAME: CAFE FICHA U.S.A., INC.  
AUDIT NUMBER.....H97000017493  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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Tuesday, October 21, 1997

ARTICLES OF INCORPORATION  
OF  
CAFE FICHA U.S.A., INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "Corporation") is Cafe Ficha U.S.A., Inc.

**SECOND:** The principal office of the corporation shall be located initially at Suite 300, 501 Brickell Key Drive, Miami, Florida 33131 (Attn: Robert Schur, Esq.), and subsequently at such other place as selected by the Directors of the Corporation.

**THIRD:** The number of shares that the corporation is authorized to issue is 2,000, all of which are of a par value of \$.01 each and are of the same class and are to be Common Shares. All Common Shares shall be identical with each other in every respect and the holder thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

**FOURTH:** The street address of the initial registered office of the Corporation in the State of Florida is 501 Brickell Key Drive, Suite 300, Miami, Florida 33131.

The name of the initial registered agent of the Corporation at that registered office is Robert Schur, Esq.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

This instrument prepared by:  
Robert W. Schur, Esq.  
Florida Bar No. 186244  
300 Courvoisier Centre  
501 Brickell Key Drive  
Miami, FL 33131-2623  
Telephone: (305) 374-8808  
Fax: (305) 374-6718

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**FIFTH:** The initial Board of Directors shall consist of one member. The name and address of the person who will serve on the initial Board of Directors is:

**NAME****ADDRESS**

Catherine Schur

5250 SW 88 Street  
Miami, Florida 33156

**SIXTH:** The name and the address of the incorporator are:

**NAME****ADDRESS**

Robert Schur

Suite 300  
501 Brickell Key Drive  
Miami, Florida 33131

**SEVENTH:** Each share of the Corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the Corporation or any equity and/or voting shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of the same class of the Corporation or of equity and/or voting shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the Corporation or equity and/or voting shares of any class of the Corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the Corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

**EIGHTH:** The Corporation is organized to engage in any and all lawful purposes for which corporations may be organized under

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the Florida Business Corporation Act and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

**NINTH:** The duration of the Corporation shall be perpetual.

**TENTH:** The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on the 21st day of October, 1997.

*Robert Schur*  
Robert Schur, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*Robert Schur*

ROBERT SCHUR

Date: October 21, 1997

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RJS:dar-s  
10/21/97