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October 30, 1997

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

100002335671--9

(4) -11/03/97--01010--001
****122.50 ****122.50

Dear Gentlemen (Madam):

Enclosed are the Articles of EL REY MEXICAN RESTAURANT &
LUNCH INC. ON with a check for \$122.50. Please forward
Certificate of Incorporation to the Corporate address:

EL REY MEXICAN RESTAURANT & LOUNGE INC.
2709 RASMEY DR.
APOPKA, FL. 32703-1076

We appreciate your promptness in this matter.

Yours truly

F. Ruiz
Fernando Ruiz

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:22

26/11/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:22

**ARTICLES OF INCORPORATION
OF**

EL REY MEXICAN RESTAURANT & LOUNGE INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: EL REY MEXICAN RESTAURANT & LOUNGE INC..

The principal place of business of this corporation shall be: 2709 RAMSEY DR. APOPKA, FL 32703-1076

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is one thousand (1,000) at \$1.00 Par.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

JUAN F. MONTAÑEZ D/P 2709 RAMSEY DR. APOPKA , FL
32703-1076

MARIA A. MONTAÑEZ D/S 2709 RAMSEY DR. APOPKA , FL
32703-1076

JUAN F MONTAÑEZ D/T 2709 RAMSEY DR. APOPKA , FL 32703-1076

ARTICLE VI INCORPORATOR(S)

The names and street addresses of the incorporator to this articles of incorporation are:

JUAN F. MONTAÑEZ D/P 2709 RAMSEY DR. APOPKA , FL
32703-1076

MARIA A. MONTAÑEZ D/S 2709 RAMSEY DR. APOPKA , FL
32703-1076

JUAN F MONTAÑEZ D/T 2709 RAMSEY DR. APOPKA , FL 32703-1076

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this October 29, 1997.

Signature(s) of Incorporator(s)

Juan F. Montañez
MARIA. A. MONTAÑEZ

**STATE OF FLORIDA
COUNTY OF ORANGE**

THE FOREGOING instrument was acknowledged before me this October 29, 1997 ,by JUAN F. MONTAÑEZ Incorporator of EL REY MEXICAN RESTAURANT & Lounge INC. the newly formed corporation. He/She is personally known to me or has produced Florida's Drivers License as identification and did (did not) take an Oath.

Notary Public

F. Ruiz
Fernando Ruiz

My Commission Expires: March 13, 2000



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:22

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: EL REY MEXICAN RESTAURANT & LOUNGE INC.

The name and address of the registered agent and office is JUAN F. MONTANEZ 2709 RAMSEY DR. APOPKA, FL 32703-1076.

SIGNATURE Juan F Montanez
(corporate officer)
TITLE President

October 29, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Juan F montanez
October 29, 1997