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Please respond to this address.

December 4, 1997

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****122.50 ****122.50

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

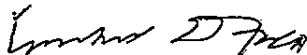
Re: Gardo's Restaurant International, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation and check in the amount of the \$122.50 representing the filing fee and certified copy fee. Please immediately return the approved Articles to me at the above address.

Thank you.

Sincerely,



Michael D. Felton

MDF/cv

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 8 AM 10:59

D. BROWN DEC - 9 1997

**ARTICLES OF INCORPORATION
OF**

GARDO'S RESTAURANT INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -8 AM 10:59

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is **GARDO'S RESTAURANT INTERNATIONAL, INC.**

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act;
2. To engage in the restaurant business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation has authority to issue is one thousand (1000), all of which shall be common stock having no par value.

**ARTICLE V
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock pursuant to any applicable shareholder agreements.

**ARTICLE VI
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 10740 Santa Fe Drive, Cooper City, Florida 33026.

The name of the registered agent at such address is Edgardo Hernandez.

**ARTICLE VII
PRINCIPAL OFFICE**

The initial street address of the principal office of the Corporation in the State of Florida is 10740 Santa Fe Drive, Cooper City, Florida 33026.

**ARTICLE VIII
DIRECTORS**

The initial board of directors of the corporation shall consist of one (1) member. Changes in the number of members comprising the board of directors shall be made by amendment to the Corporation's bylaws.

The name and address of the member(s) of the first board of directors is:

NAME

ADDRESS

Edgardo Hernandez

10740 Santa Fe Drive
Cooper City, FL 33026

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

NAME

ADDRESS

Edgardo Hernandez

10740 Santa Fe Drive
Cooper City, Florida 33026

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XII
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 05 day of December, 1997.



EDGARDO HERNANDEZ, Incorporator

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State of Florida and County of Broward to take acknowledgments, personally appeared **EDGARDO HERNANDEZ**, who is personally known to me or produced as identification a _____ and is to me known to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State aforesaid this 5 day of December, 1997.



Notary Public, State of Florida at Large



FRANCINE BOCHIARO
MY COMMISSION # CC448696 EXPIRES
March 27, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -8 AM 10:59

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

GARDO'S RESTAURANT INTERNATIONAL, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED IN THE CITY OF
COOPER CITY, STATE OF FLORIDA, HAS NAMED EDGARDO HERNANDEZ
LOCATED AT 10740 SANTA FE DRIVE, COOPER CITY, FLORIDA 33026, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS.

SIGNATURE: 

EDGARDO HERNANDEZ

TITLE: President / RA.

DATE: DEC. 05, 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.

SIGNATURE: 

EDGARDO HERNANDEZ

DATE: DEC 05, 1997