



P971000104593

ACCOUNT NO. : 072100000032

REFERENCE : 631768 119520A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Project

ORDER DATE : December 11, 1997

ORDER TIME : 2:16 PM

ORDER NO. : 631768-005

CUSTOMER NO: 119520A

400002369894--3

CUSTOMER: Luis F. Gallo, Accountant
L & I GALLO ACCOUNTING

1200 Danbury Avenue

Davie, FL 33325

DOMESTIC FILING

NAME: GROUP THREE & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 8:33
RECEIVED
97 DEC 11 PM 3:41
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 8:33

ARTICLES OF INCORPORATION OF
GROUP THREE & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Florida
Business Corporations Act do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is:
GROUP THREE & ASSOCIATES, INC.

ARTICLE II
OFFICES

The principal place of business and mailing address of this corporation shall be:

16300 GOLF CLUB ROAD #412
WESTON, FL 33326

The corporation may have such other offices, either within or without the State of Florida,
as the board of directors may designate, or as the business corporation may require from
time to time.

ARTICLE III
PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in general services, including but not limited to:

RESTAURANT

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITALIZATION AND SHARES

The number of shares which the corporation is authorized to issue is 1000 common shares at 1.00 par value.

ARTICLE V
REGISTERED AGENT

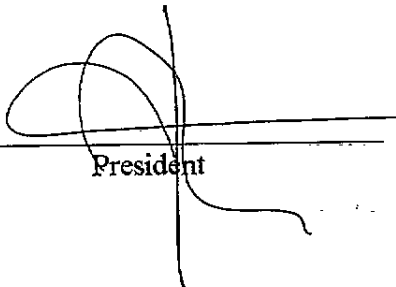
The name and address of the initial registered agent shall be:

CARLOS M. RAMIREZ
16300 GOLF CLUB ROAD. #412
WESTON, FL 33326

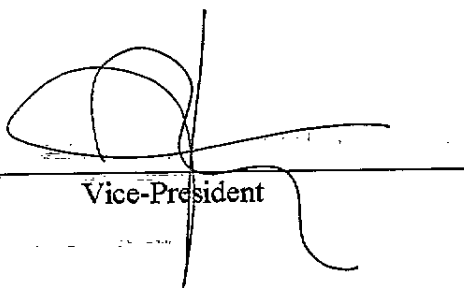
ARTICLE VI
DIRECTORS

The number of directors constituting the initial board of directors is/are (3). The name and address of each director is:

CARLOS M. RAMIREZ
16300 GOLF CLUB ROAD. #412
WESTON, FL 33326



President



Vice-President



Secretary



Treasurer

ARTICLE VII
INCORPORATES ____

The name and address of each incorporate is:

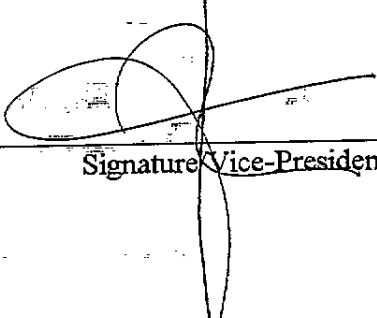
PRESIDENT
CARLOS M. RAMIREZ
16300 GOLF CLUB ROAD. #412
WESTON, FL 33326

The undersigned has (have) executed these Articles of Incorporation this

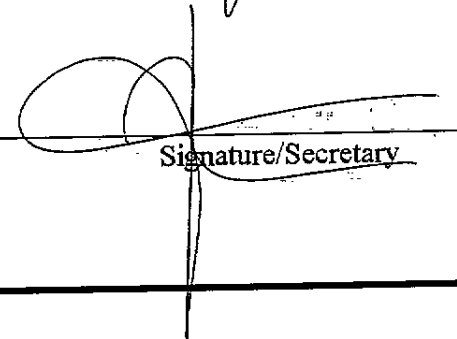
10 day of December, 1997



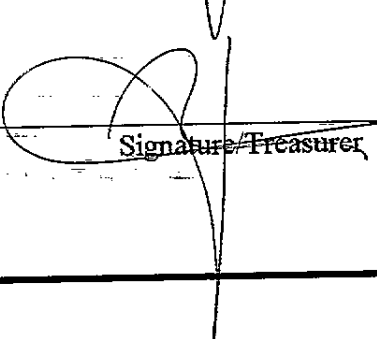
Signature/President



Signature/Vice-President



Signature/Secretary



Signature/Treasurer

SECRET
FILED
DIVISION OF STATE
CORPORATIONS
97 DEC 11 AM 8:33

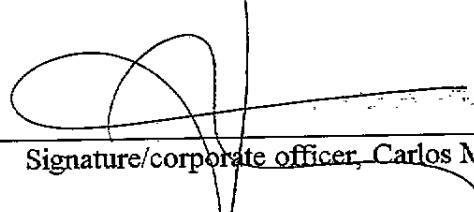
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: GROUP THREE & ASSOCIATES, INC.

2. The name and address of the registered agent and office is:

CARLOS M. RAMIREZ
16300 GOLF CLUB ROAD. #412
WESTON, FL 33326

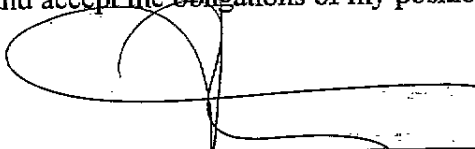


Signature/corporate officer, Carlos M. Ramirez

Title President

Date 12/10/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, 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.



Signature, Carlos M. Ramirez

Date 12/10/97