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WILLIAM SELMI, JR., CHARTERED

Attorney at Law

306 N.W. 5th Street,
Okeechobee, FL 34972

FILED

DEC 29 AM 10:22

Telephone: (941) 763-1136

SECRETARY OF STATE
TALLAHASSEE, FLORIDA (941) 763-0811

December 23, 1997

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

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-12/29/97--01056--020
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for OCHOA'S SOUTH OF THE BORDER, INC.

Also find enclosed a check in the amount of \$122.50 to cover the following expenses:

Filing Fee	35.00
Certificate of Designation of Registered Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

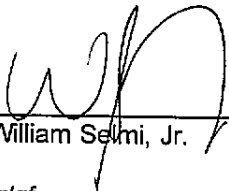
Please forward a certified copy of the Articles of Incorporation for the above to this office as soon as the same has been approved and filed.

Thank you for your cooperation in this matter.

Very truly yours,

WILLIAM SELMI, JR., CHARTERED

By:


William Selmi, Jr.

WSJr/gf

Enclosures

P. Hall

DEC 30 1997

ARTICLES OF INCORPORATION
OF
OCHOA'S SOUTH OF THE BORDER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is OCHOA'S SOUTH OF THE BORDER, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is to carry on any business or to engage in any activity which is permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The capital stock of the corporation shall consist of 5,000 shares of common stock at a par value of \$1.00 each.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$5,000.00.

ARTICLE V

This corporation shall have perpetual existence

ARTICLE VI

The principal place of business and the mailing address of this corporation is 4026 Highway 70 West, Okeechobee, FL 34972.

Said corporation shall have full power and authority to transact business and to establish offices and agencies at such other places within and without the State of Florida, and in such other parts of the world and in foreign countries as the Board of Directors may authorize.


ARTICLE VII

The name and address of the initial registered agent is HORTENCIA OCHOA, 406 N.W. 11th Avenue, Okeechobee, FL 34972.

ARTICLE VIII

The name and address of the incorporator is HORTENCIA OCHOA, 406 N.W. 11th Avenue, Okeechobee, FL 34972.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of December, 1997.


HORTENCIA OCHOA

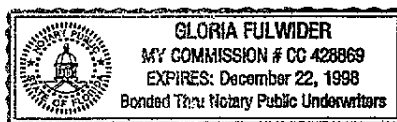
STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared HORTENCIA OCHOA, who is personally known to me or who produced a current Florida driver's license or a _____ as identification and who executed the foregoing instrument and acknowledged before me the execution of same this 23rd day of December, 1997.

Gloria Fulwider
NOTARY PUBLIC (Signature)

Gloria Fulwider
NOTARY PUBLIC (Printed Name)

My Commission Expires:



**REGISTERED AGENT'S CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED

**97 DEC 29 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

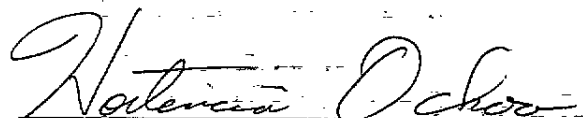
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is OCHOA'S SOUTH OF THE BORDER, INC.
2. The name of the registered agent is HORTENCIA OCHOA.
3. The address of the registered agent/registered office is 406 N.W. 11th Avenue, Okeechobee, FL 34972.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above 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 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.

EXECUTED this 23rd day of December, 1997.



HORTENCIA OCHOA
406 N.W. 11th Avenue
Okeechobee, FL 34972