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LAW OFFICES OF
JOSEPH D. LORENZ
501 MARY ESTHER CUT-OFF, SUITE 6
FORT WALTON BEACH, FLORIDA 32548

(850) 664-0246
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Board Certified:
Marital and Family Law
Certified Family Mediator
Certified Circuit Mediator

December 30, 1997

EFFECTIVE DATE
12-30-97

File No. 97-1293

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

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-12/31/97-01042-006
***122.50 ***122.50

VIA FEDERAL EXPRESS

RE: **ARTICLES OF INCORPORATION OF
ACAPULCO OF MARY ESTHER, INC.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of Acapulco of Mary Esther, Inc. together with a check in the amount of \$122.50.

Please return a certified copy of the Articles of Incorporation to our office. Should you have any questions, please do not hesitate to contact our office.

With kindest regards, I remain

Sincerely,

Rochelle Mathews

ROCHELLE MATHEWS
Legal Assistant for
JOSEPH D. LORENZ

Enclosures: Articles of Incorporation (0 & 1 cc)
Check in the amount of \$122.50

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FILED
97 DEC 31 AM 11:48
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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1-2-98

EFFECTIVE DATE
12-30-97

**ARTICLES OF INCORPORATION
OF
ACAPULCO OF MARY ESTHER, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be Acapulco of Mary Esther, Inc.

ARTICLE II. ADDRESS

The address of the principal office of the Corporation is 251 Mary Esther Boulevard, Mary Esther, FL 32569, and the mailing address of the Corporation is 251 Mary Esther Boulevard, Mary Esther, FL 32569.

ARTICLE III. AUTHORIZED SHARES

The Corporation is authorized to issue one class of shares which shall be called common shares. Common shares shall have unlimited voting rights. The Corporation is authorized to issue 7500 common shares with a par value of \$1.00 per share.

Shares of the Corporation shall be issued to the following persons in the following amounts:

Jorge Chavez - 50% of the shares.

Rogelio Chavez - 50% of the shares.

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which

agreement may expand this Article and which may also include the corporation as a party.

ARTICLE IV. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to Section 607.0630 Florida Statutes, as amended from time to time.

ARTICLE V. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jorge Chavez
251 Mary Esther Boulevard
Mary Esther, FL 32569

ARTICLE VI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Jorge Chavez
21 Mary Esther Boulevard
Mary Esther, FL 32569

ARTICLE VII. DIRECTORS

The initial Directors of this corporation are Jorge Chavez and Rogelio Chavez. Each of the initial Directors shall have the right to be a Director as long as that Director is a shareholder of the corporation.

ARTICLE VIII. PURPOSE

The purposes for which this Corporation is organized are to engage in the restaurant business and to conduct all lawful business.

ARTICLE IX. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate

existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 30 day of December, 1997.

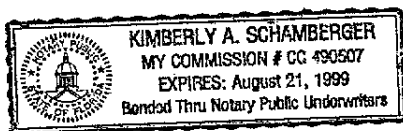


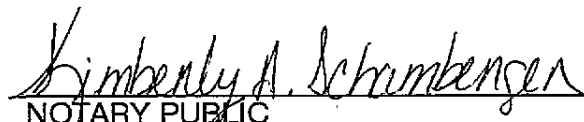
JORGE CHAVEZ

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, personally appeared JORGE CHAVEZ, who acknowledged that he executed said instrument for the purposes therein expressed, and who produced Fla. Driver's Lic. as identification.



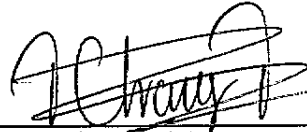


NOTARY PUBLIC
State of Florida

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



JORGE CHAVEZ

DATED: December 30, 1997

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA