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January 27, 1998

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

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-01/29/98--01080--022
****122.50 ****122.50

Re: PAELLA GRILL, INC.

Dear Sirs and Mesdames:

We enclose an original and one copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 representing filing fees and certified copy charge.

Please forward the filing receipt and certified copy to the undersigned at the above address.

Thank you.

Very truly yours,

Theodore Daniels
Theodore Daniels

td/mt
9153
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 29 PM 1:05

2-2-98
WS

ARTICLES OF INCORPORATION

OF

PAELLA GRILL, INC.

ARTICLE I - NAME

PAELLA GRILL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2222 North Federal Highway, Delray Beach, Florida 33483.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common, without par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Theodore Daniels, 4400 North Federal Highway, Boca Raton, Florida 33431.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Juan Gavilan, 2222 North Federal Highway, Delray Beach, Florida, 33483.

ARTICLE VI - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of January, 1998.



Juan Gavilan

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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**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 statement in designating the registered officer/registered agent in the state of Florida:

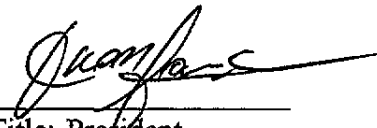
1. Name of the Corporation is:

Paella Grill, Inc.

2. Name and address of the registered agent is:

Theodore Daniels
4400 North Federal Highway
Boca Raton, Florida 33431

Signature


Title: President

Date: January 24, 1998

Having been named as registered agent and to accept service 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Theodore Daniels

Date: January 24, 1998