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LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ~~EL PASO, INC.~~
(Corporation Name) (Document #)
2. _____
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3. _____
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2:00



Certified Copy



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Will wait



Photocopy



Certificate of Status

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98 APR -7 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input checked="" type="checkbox"/>	Annual Report
<input checked="" type="checkbox"/>	Fictitious Name
<input checked="" type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 APR -3 AM 11:08
DIVISION OF CORPORATION

Examiner's Initials



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30 APR -7 PM 2:13
FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State
OF CORPORATION

April 6, 1998

LAZARUS

MIAMI, FL

SUBJECT: EL POSO, INC.
Ref. Number: W98000007672

We have received your document for EL POSO, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

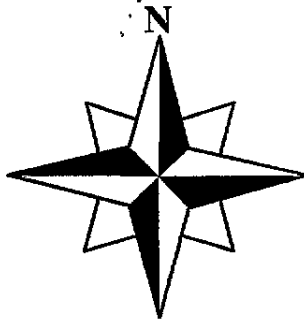
Loria Poole
Corporate Specialist

Letter Number: 598A00018273

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**



**ARTICLES OF INCORPORATION
OF**

EL POSO CAFE, INC.

The undersigned subscribers to these ARTICLES OF INCORPORATION is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the corporation is EL POSO CAFE, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the UNITED STATES and the STATE OF FLORIDA.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office is 3115 SW 27TH AVE., MIAMI, FLORIDA 33133 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the Incorporator is CARLOS D. FERREIRA-3115 SW 27th Ave., Miami, Florida 33133.

ARTICLE 5 - BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be CARLOS D. FERREIRA, PRESIDENT whose address shall be the same as the principal office of the corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum numbers of shares that this corporation is authorized to have outstanding at any time is FIVE HUNDRED of COMMON SHARES; each share having the par value of ONE DOLLAR (\$ 1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

6.3 The Board of Directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable subject to such restrictions or limitations, if any, as may be set forth in the by-laws of the Corporation.

6.4 The Board of Directors of the corporation may, by articles supplementary classify or reclassify any unused stock from time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER 'S' CORPORATION

The corporation may elect to be an "S" Corporation, as provided in Sub-Chapter "S" of the Internal Revenue Code of 1986, as amended.

7.1 The Shareholders of this corporation may elect and, is elected, shall continue such election to be an "S" Corporation as provided in Sub-Chapter "S" of the Internal Revenue Code of 1986, as amended, unless the shareholders of the corporation unanimously agree otherwise in writing.

7.2 After this corporation has elected to be an "S" Corporation, none of the Shareholders of this corporation, without written consent of the other Shareholders of this corporation shall take any action, or make any transfer or other disposition of the Shareholders Shares of stock in the corporation, which will result in the termination or revocation of such election to be an "S" corporation, as provided in Sub-Chapter "S" Corporation, of the Internal Revenue Code of 1986, as amended.

7.3 Once the corporation has elected to be an "S" Corporation, each share of Stock issued by this corporation shall contain the following legend.

"The shares of stock represent by this Certificate cannot be transferred I such transfer would be taxed under Sub-Chapter "S" of the Internal Revenue Code of 1986, as amended.

ARTICLE 8 - POWERS OF CORPORATION

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The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these ARTICLES OF INCORPORATION.

ARTICLE 9 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The corporation, to the extent permitted by the by-laws, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereto. for all purposes, and shall not be bound to recognize any equitable or other claim to. or interested in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 11 - REGISTERED OFFICE AND
REGISTERED AGENT**

The initial address of the Registered Office of this corporation is 3115 SW 27TH AVE., MIAMI, FLORIDA 33133. The name and address of the initial Registered Agent is CARLOS D. FERREIRA whose address is 3115 SW 27TH AVE., MIAMI, FLORIDA 33133.

ARTICLE 12 - BY-LAWS

The Board of Directors of the corporation shall have power, without the assent or vote of the Shareholders, to make, alter, amend or repeal the by-laws of the corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be

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necessary to take any action for the making, alteration, amendment or repeal of the by-laws.

ARTICLE 13 - EFFECTIVE DATE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE 14 - AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, or to add any provision to these Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statutes of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hands and seal, acknowledged and file the foregoing ARTICLES OF INCORPORATION under the laws of the State of Florida, this 10 day of MARCH, 1998.


CARLOS D. FERREIRA-PRESIDENT

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In pursuance of Chapter 43.091, Florida Statutes, the following is submitted in compliance with said act.

First, EL POSO CAFE, desiring to organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the city of Miami, Florida, County of Dade, has designated CARLOS D. FERREIRA as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



CARLOS D. FERREIRA

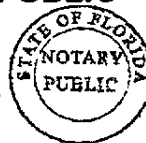
State of Florida
Ss
County of Dade

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that on this day before me, a Notary Public duly authorized in the State and Country named above to take acknowledgments, personally appeared CARLOS D. FERREIRA to me known to be the person described as subscriber in this document and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State above, this 10 day of March 1998.


JOSE M. GIRO-NOTARY PUBLIC



JOSE M. GIRO SANTOS
My Comm Exp. 10/15/99
Bonded By Service Ins
No. CC501924

[] Personally Known [] Other