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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ~~PLANET~~ PLANETA MEXICO RESTAURANT INC.

AUDIT NUMBER.....H98000008802

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Planet Mexico Restaurant, Inc.

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98 MAY 11 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 5/11/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1998

EMPIRE

SUBJECT: PLANETA MEXICO RESTAURANT, INC.
REF: W98000010579

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION

OF

PLANETA MEXICO RESTAURANT INC.

98 MAY 11 AM 11:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: PLANETA MEXICO RESTAURANT, INC.

ARTICLE II

This corporation shall commence existence on May 11, 1998 upon the filing of these articles of incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 2700 Ponce de Leon Blvd., Coral Gables, FL 33134.

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

Prepared by: Richard Wasserstein, Esq. Bar # 604380
Wasserstein Law Building, Ph 866-1455
913 Normandy Drive (71 St Street)
Miami Beach, Florida 33141

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To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its
corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at
pleasure, and to use the same by causing it, or a
facsimile thereof, to be impressed, affixed, or in
any other manner reproduced;

To purchase, take, receive, lease, or otherwise
acquire, own, hold, improve, use, and otherwise deal
in and with real or personal property or any
interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a
security interest in, lease, exchange, transfer,
and otherwise dispose of all or any part of its
property and assets;

To lend money to, and use its credit to assist, its
officers and employees in accordance with Florida
Statute §607.141;

To purchase, take, receive, subscribe for, or
otherwise acquire, own, hold, vote, use, employ,
sell, mortgage, lend, pledge, or otherwise dispose
of, and otherwise use and deal in and with, shares
or other interests in, or obligations of, other
domestic or foreign corporations, associations,
partnerships, or individuals, or direct or indirect
obligations of the United States or any other
government, state, territory, governmental
district, or municipality or of any instrumentality
thereof;

To make contracts and guarantees and incur
liabilities, borrow money at such rates of interest
as the corporation may determine, issue its notes,
bonds, and other obligations, and secure any of its
obligations by mortgage or pledge of all or any of
its property, franchises, and income;

To lend money for its corporate purposes, invest
and reinvest its funds, and take and hold real and
personal property as security of the payment of
funds so loaned or invested;

To conduct its business, carry on its operations,
and have offices and exercise the powers granted by
this act within or without this state;

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To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Victor Ruiz, 2700 Ponce de Leon Blvd., Coral Gables, FL 33134.

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ARTICLE VII

The initial board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

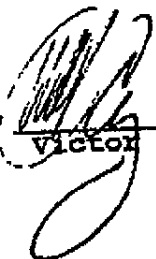
Victor Ruiz
2700 Ponce de Leon Blvd.
Coral Gables, Fl 33134

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation is:

Victor Ruiz
2700 Ponce de Leon Blvd.
Coral Gables, Fl 33134

The undersigned have executed these Articles of Incorporation this 8 of May of 1998.



Victor Ruiz

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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 office/registered agent, in the state of Florida.

First that: PLANETA MEXICO RESTAURANT, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Victor Ruiz, located at 2700 Ponce de Leon Blvd., Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENTS AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENTS.



VICTOR RUIZ
REGISTERED AGENT

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Prepared by: Richard Wasserstein, Esq. Bar # 604380
Wasserstein Law Building, Ph 866-1455
913 Normandy Drive (71 St. Street)
Miami Beach, Florida 33141

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