THE UNITED STATES CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE :

839294 10263A

AUTHORIZATION :

COST LIMIT :

ORDER DATE: June 1, 1998

ORDER TIME : 3:53 PM

ORDER NO. : 839294-005

CUSTOMER NO: 10263A

CUSTOMER: Blair I. Zimmett, Esq

ZIMMETT & ZIMMETT, P.A.

Suite 308

9200 South Dadeland Boulevard

Miami, FL 33156

400002544114

DOMESTIC FILING

NAME: RUDY'S, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

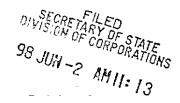
_ CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

RUDY'S, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RUDY'S, INC.

The address of the principal office of this corporation
shall be 3521 Crystal View Court, Miami, Florida
33133, and the mailing address of the corporation
shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Ramon J. Iglesias Pres./V.P.

3521 Crystal View Court, Miami, Florida 33133

Yolanda Lorie Sec./Treas. Same as above

ARTICLE VII. INCORPORATOR

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

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

DIVISION OF CORPORATIONS

98 JUN-2 AM11: 13

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 1, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar