

KAY J. MCGUCKEN, P.A.
ATTORNEY AT LAW

1320 9th AVENUE, SUITE 210
TAMPA, FLORIDA 33605

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June 10, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32317

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

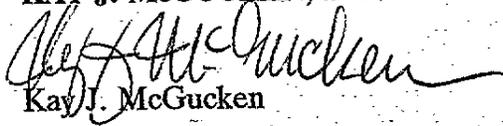
Re: Chipeta, Inc.

Dear Sir:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please provide a certified copy of these articles. A check for \$122.50 is enclosed. This represents payment for filing fees, registered agent designation and certified copy.

Sincerely,

KAY J. MCGUCKEN, P.A.


Kay J. McGucken

KJM/grr.

Encs.

Carole A. Miller GAVE
AUTHORIZATION BY PHONE TO
CORRECT Articles
DATE 6/16
DOC. EXAM TS

TS
6/16

ARTICLES OF INCORPORATION

OF

CHIPETA, INC.

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

ARTICLE ONE

NAME

The name of the Corporation is CHIPETA, INC.

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 7,500; all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office and principal office of the Corporation is 1320 9th Avenue, Suite 210, Tampa, Florida 33605 and the Registered Agent at such address is Carole A. Miller. The mailing address of the corporation is 1320 9th

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Avenue, Suite 210, Tampa, Florida 33605.

ARTICLE SIX
DIRECTORS

The business of the Corporation shall be managed by the Stockholders of the Corporation rather than by a Board of Directors.

ARTICLE SEVEN
INCORPORATOR

The name and address of the Incorporator is: Carole A. Miller, 1320 9th Avenue, Suite 210, Tampa, Florida 33605.

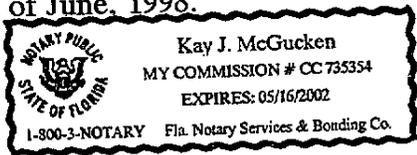
IN WITNESS WHEREOF, I have subscribed my name this 10th day of June, 1998.

Carole A. Miller
Carole A. Miller

STATE OF FLORIDA:
COUNTY OF HILLSBOROUGH:

BEFORE ME, personally appeared Carole A. Miller, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal, on this 10th day of June, 1998.



Kay J. McGucken
NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

8 personally known
____ produced identification:

Type of identification

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that CHIPETA, INC., desiring to organize under the Laws of the State of Florida, with its principal place of business in Tampa, Hillsborough County, Florida, has named Carole Miller, located at 1320 9th Avenue, Suite 210, Tampa, Florida 33605 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with the provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this 10th day of June, 1998.



Carole A. Miller

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