THE UNITED STATES

ACCOUNT NO.: 072100000032

REFERENCE: 880869

5884A

ATITHORIZATION : '

ORDER DATE : July 6, 1998

ORDER TIME : 2:14 PM

CORPORATION COMPANY

ORDER NO. : 880869-005

CUSTOMER NO: 5884A

CUSTOMER: Alan Francis Ruf, Esq

ALAN FRANCIS RUF, ESQ

International Bldg., Ph E 2455 East Sunrise Boulevard Fort Lauderdale, FL 33304

800002580728-

DOMESTIC FILING

NAME:

BURRITO ENTERPRISES OF

DAVIE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

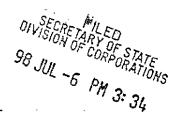
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF



BURRITO ENTERPRISES OF DAVIE, INC., A FLORIDA CORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation shall be BURRITO ENTERPRISES OF DAVIE, INC.

ARTICLE II.

PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the corporation shall be 965 North Nob Hill Road, Suite 141, Plantation, Florida 33324, and the mailing address shall be the same.

ARTICLE III.

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

CAPITAL STOCK

The corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304, and the name of the initial Registered Agent of the corporation at that address is Alan Francis Ruf, Esq.

ARTICLE VII.

SPECIAL PROVISION

It is the intent of the incorporator that this corporation will qualify as an S corporation under the Internal Revenue Code.

Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>

<u>Address</u>

David Sheir

965 North Nob Hill Road Suite 141 Plantation, Florida 33324 Michael Metzkes

965 North Nob Hill Road Suite 141 Plantation, Florida 33324

ARTICLE IX.

OFFICERS

The names 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:

<u>Name/Office</u>	Address
David Sheir President/Treasurer	965 North Nob Hill Road Suite 141 Plantation, Florida 33324
Michael Metzkes Vice President/ Secretary	965 North Nob Hill Road Suite 141 Plantation, Florida 33324

ARTICLE X.

INCORPORATOR

The name and address of the Incorporator is Alan Francis Ruf,
Esquire, Law Offices of Alan Francis Ruf, 2455 East Sunrise
Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

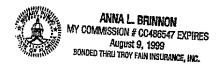
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 2nd day of July, 1998.

ALAN FRANCIS RUF

STATE OF FLORIDA COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared ALAN FRANCIS RUF, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he freely and voluntarily acknowledges before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at Broward County, State of Florida, this and day of July 1998.



Notary Public State of Florida at Large My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for BURRITO ENTERPRISES OF DAVIE, INC., a Florida corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

Dated: July 2, 1998

ALAN FRANCIS RUE

OIVISION OF CORPORATIONS

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