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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SEAFOOD RUMBA & GRILL, INC.

AUDIT NUMBER.....H98000015329

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is  
Seafood Rumba & Grill, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of  
Restaurant
2. To transact any other lawful business for which corporations may  
be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or  
necessary or desirable in order to accomplish the foregoing.

Prepared by:  
Eduardo J. Mendez  
9370 Sunset Drive #A-214  
Miami, Florida 33173  
(305) 275-5588

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#### ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

#### ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

#### ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

#### ARTICLE SEVEN

The street address of the initial principal office of the corporation is

9370 Sunset Drive, Suite A-214

Miami, Florida 33173

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Jorge M. Alvarez	800 South Federal Highway Deerfield Beach, Florida 33441-5752

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Eduardo J. Mendez	9370 Sunset Drive, Suite A-214 Miami, Florida 33173

Executed by the undersigned at MIAMI, FLORIDA  
on 8/18, 1998

x EJ Mendez

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

First-That Seafood Rumba & Grill, Inc. desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the articles of incorporation at the  
City of Miami, County of Miami-Dade, State of Florida has named Eduardo J. Mendez  
located at 9370 Sunset Drive, Suite A-214, City of Miami County of Miami-Dade State  
of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation,  
at place designated in the 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.

By:

x EJ Mendez

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