

P980000 86/88

KAUFMAN & CANOLES

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS AT LAW

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September 30, 1998

FEDERAL EXPRESS

Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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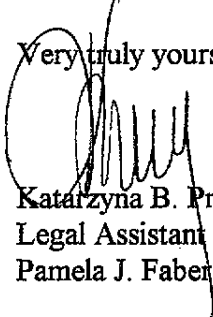
Three Burritos of Miami, Inc.

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Incorporation for Three Burritos of Miami, Inc., together with our firm's check for \$70 payable to the Florida Division of Corporations.

If you have any questions regarding these Articles, please call me.

Very truly yours,


Katarzyna B. Priestley
Legal Assistant to
Pamela J. Faber

kbp
enclosures
cc: Pamela J. Faber, Esq.
80063999.01

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
THREE BURRITOS OF MIAMI, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: THREE BURRITOS OF MIAMI, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 185 RAVENSWOOD ROAD, FT. LAUDERDALE, FLORIDA 33312.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: FIVE THOUSAND (5,000).

FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:>

N/A

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
N/A	*****	*****	*****

FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

N/A *****

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
N/A	*****	*****

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

N/A

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE SET FORTH IN THE BYLAWS OF THE CORPORATION EXCEPT AS FOLLOWS:

(A) TO THE FULL EXTENT THAT THE FLORIDA BUSINESS CORPORATION ACT, AS IT EXISTS ON THE DATE HEREOF, OR MAY HEREAFTER BE AMENDED, PERMITS THE LIMITATION OR ELIMINATION OF THE LIABILITY OF DIRECTORS OR OFFICERS, A DIRECTOR OR OFFICER OF THE CORPORATION SHALL NOT BE LIABLE TO THE CORPORATION OR ITS SHAREHOLDERS FOR MONETARY DAMAGES.

(B) TO THE FULL EXTENT PERMITTED AND IN THE MANNER PRESCRIBED BY THE FLORIDA BUSINESS CORPORATION ACT AND ANY OTHER APPLICABLE LAW, THE CORPORATION SHALL INDEMNIFY A DIRECTOR OR OFFICER OF THE CORPORATION WHO IS OR WAS A PARTY TO ANY PROCEEDING BY REASON OF THE FACT THAT HE IS OR WAS SUCH A DIRECTOR OR OFFICER OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, EMPLOYEE BENEFIT PLAN OR OTHER ENTERPRISE.

(C) REFERENCE HEREIN TO DIRECTORS, OFFICERS, EMPLOYEES OR AGENTS SHALL INCLUDE FORMER DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS AND THEIR RESPECTIVE HEIRS, EXECUTORS AND ADMINISTRATORS.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

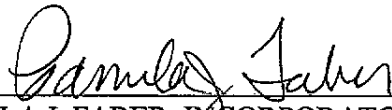
NINTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

PAMELA J. FABER

C/O KAUFMAN & CANOLES, P.C.
2101 PARKS AVENUE, SUITE 700
VIRGINIA BEACH, VA 23451

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 30th DAY OF SEPTEMBER, 1998.

SIGNATURE/TITLE


PAMELA J. FABER, INCORPORATOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501 (3)
F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED _____, 1998

BY _____


(TYPE NAME OF OFFICER)

KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT

(TITLE OF OFFICER)

80063997.01

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DIVISION OF CORPORATIONS
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