

MANUEL CHONG CUAN, JR.
ATTORNEY AT LAW

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November 10, 1998

Corporate Records Bureau
Division of Corporations
new Corporate Filings
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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11/12/98--01029--010
****122.50 ****78.75

RE: EL MORRO SEAFOOD RESTAURANT, INC.
Our File No.: 98-209

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for EL MORRO SEAFOOD RESTAURANT, INC., and my check for \$122.50 filing fee. Please file articles for record and return certificate of incorporation to me at above address.

Thank you for your kind attention to this matter.

Sincerely,

Manuel Chong Cuan, Jr.

MANUEL CHONG CUAN, JR., ESQ.
MCC JR/md
enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/16/98
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ARTICLES OF INCORPORATION OF
EL MORRO SEAFOOD RESTAURANT, INC.

The undersigned subscriber to these Articles of Incorporation of EL MORRO SEAFOOD RESTAURANT, INC., a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is EL MORRO SEAFOOD RESTAURANT, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

- a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- b. To engage in the restaurant business and any other related services.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

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TALLAHASSEE, FLORIDA

Section 3.04. Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of ten (\$.10) cents.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Section 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI - REGISTERED OFFICE AGENT

Section 6.01. Registered Office. The address of the initial registered office and principal office of the Corporation is 5480 W. 24th Avenue, #216, Hialeah, Florida 33016.

Section 6.02. Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, EL MORRO SEAFOOD RESTAURANT, INC., has named, RAUL RODRIGUEZ, as the registered agent of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGMENT: Having been named to accept service of process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.


Registered Agent (SEAL)

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TALLAHASSEE, FLORIDA

ARTICLE VII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or increase of the stated capital of the corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE VIII - DIRECTORS

This Corporation shall have 3 director(s) initially: ISBEL RODRIGUEZ, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016, RAUL RODRIGUEZ, 5480 W. 24th Avenue, #216, Hialeah, Florida 33016 and LAZARO LANA, 5480 W. 24th Avenue, #216, Hialeah, Florida 33016 and the person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until such person(s)'s successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE IX - OFFICERS

The initial officers of this Corporation shall be as follows: President: RAUL RODRIGUEZ, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016; Vice-President: LAZARO LANA, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016; and Secretary and Treasurer: ISBEL RODRIGUEZ, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016. The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are ISBEL RODRIGUEZ, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016; RAUL RODRIGUEZ, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016; and LAZARO LANA, of 5480 W. 24th Avenue, #216, Hialeah, Florida 33016.

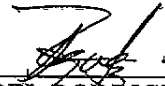
ARTICLE XI - INDEMNIFICATION

The Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XII - AMENDMENT

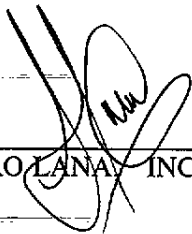
This Corporation reserves the right to amend any provision of this Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10th day of November, 1998.


ISBEL RODRIGUEZ, INCORPORATOR


RAUL RODRIGUEZ, INCORPORATOR

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TALLAHASSEE, FLORIDA


LAZARO LANA INCORPORATOR

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th day of November 1998 by RAUL RODRIGUEZ, as President of EL MORRO SEAFOOD RESTAURANT, INC., a Florida corporation and on behalf of the corporation. He has produced his FLA Driver License as identification and did take an oath.

My Commission Expires:

Mercy V. Dove
NOTARY PUBLIC, STATE OF FLORIDA

MERCY V. DOVE
Notary Public - State of Florida
My Commission Expires May 15, 2001
Commission # CC63 1459

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th day of November 1998 by LAZARO LANA, as Vice-President of EL MORRO SEAFOOD RESTAURANT, INC., a Florida corporation on behalf of the corporation. He has produced his FLA Driver License as identification and did take an oath.

My Commission Expires:

Mercy V. Dove
NOTARY PUBLIC, STATE OF FLORIDA

MERCY V. DOVE
Notary Public - State of Florida
My Commission Expires May 15, 2001
Commission # CC63 1459

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10th day of November 1998 by ISBEL RODRIGUEZ, Secretary and Treasurer of EL MORRO SEAFOOD RESTAURANT, INC., a Florida corporation on behalf of the corporation. She has produced her FLA ID as identification and did take an oath.

My Commission Expires:

Mercy V. Dove
NOTARY PUBLIC, STATE OF FLORIDA

MERCY V. DOVE
Notary Public - State of Florida
My Commission Expires May 15, 2001
Commission # CC63 1459

THIS INSTRUMENT WAS PREPARED BY:
MANUEL CHONG CUAN, JR., ESQ.
Attorney at Law
1105 SW 87th Avenue
Miami, Florida 33174
Tel. (305) 264-4542

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