

P 99000004498

JOHN C. MANSON

ATTORNEY AT LAW
406 - 13TH STREET W.
BRADENTON, FLORIDA 34205
TELEPHONE (941) 746-1165
FAX (941) 746-3191

December 31, 1998

Secretary of State of Florida
Corporations Division
P. O. Box 6327
Tallahassee, FL 32314

600002733626--6
-01/07/99-01083-006
****122.50 *****78.75

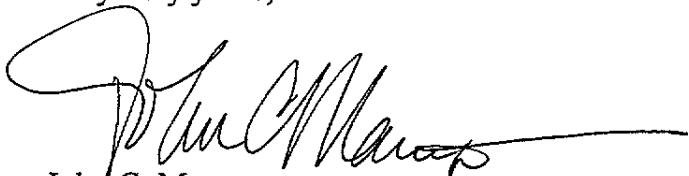
Re: Las Palmas of Bradenton, Inc.

Ladies and Gentlemen:

Enclosed find original and copy of the charter for the above proposed Florida corporation, together with check for \$122.50. Please file the original, and certify and return the copy to this office.

Thanking you, I am,

Very truly yours,

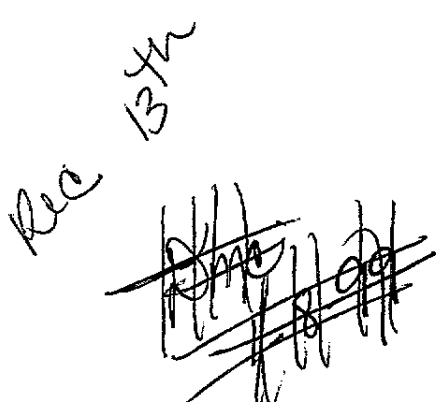


John C. Manson

JCM/d

Enclosures - Charter (2) and check

FILED
99 JAN 13 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rec 13th


1/15/99
mm
wag-b47

99 JUN 13 AM 10:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

LAS PALMAS OF BRADENTON, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be LAS PALMAS OF BRADENTON, INC., and the principal place of business of this corporation shall be 941 Cortez Road West, Bradenton, FL 34207 and the mailing address shall be 941 Cortez Road West, Bradenton, FL 34207.

ARTICLE II: NATURE OF BUSINESS

This corporation shall engage in all aspects of the business of a Restaurant and otherwise to engage in any other business that is for lawful purposes for which the corporation may be permitted by law pursuant to Chapter 607, Florida Statutes (1994).

ARTICLE III: CAPITAL STOCK

This corporation shall be for profit and the maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the corporation shall be 406 13th Street West, Bradenton, FL 34205, and the name of the initial registered agent of the corporation is JEFFREY S. GOETHE, Attorney.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually and shall commence as of the date it's Charter is issued by the Secretary of State of Florida.

ARTICLE VI: DIRECTORS, OFFICERS AND SUBSCRIBERS

This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by By-laws adopted by the stockholders, but shall never be less than one. The initial officers, directors and subscribers of the corporation are:

1. JAIME VILLAPANDO, President and Director
2. PABLO RIZO, Vice President and Director
3. JOSE MIRANDA, Secretary/Treasurer and Director

ARTICLE VII: INCORPORATORS

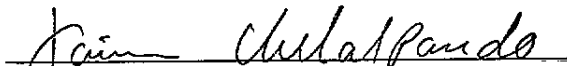
The name and street address of the incorporators to these Articles of Incorporation are:


1. JAIME VILLAPANDO
21 Rivers Point Row, Apt. 14A
Charleston, S.C. 29412
2. PABLO RIZO
940 Wapoo Road
Charleston, S.C. 29407
3. JOSE MIRANDA
250 B. Stefan Dr.
Charleston, S.C. 29412

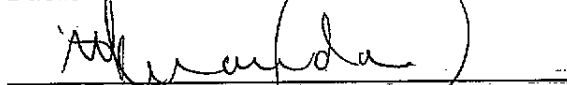
ARTICLE VIII: POWERS OF CORPORATION

This corporation shall have all of the powers conferred upon private corporations as provided by general law and specifically by the Florida General Corporation Act, Chapter 607, Florida Statutes, 1994.

IN WITNESS WHEREOF, the undersigned incorporators of LAS PALMAS OF BRADENTON, INC., have hereunto set their hands and seals this 18 day of December, 1998.


Jaime Villapando


Pablo Rizo


Jose Miranda

STATE OF Florida

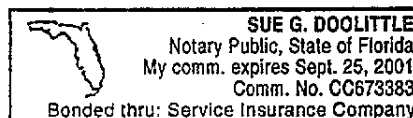
COUNTY OF Manatee

BEFORE ME, the undersigned authority, personally appeared JOSE MIRANDA, to me known to be one of the persons named in the foregoing Articles of Incorporation, who is personally known to me, and is described in the foregoing Articles of Incorporation as one of the incorporators thereof, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Bradenton, FL, this 14th day of December, 1998.

Sue G. Doolittle
Notary Public

(Official stamp)



STATE OF SOUTH CAROLINA

COUNTY OF South Carolina

BEFORE ME, the undersigned authority, personally appeared JAIME VILLAPANDO and PABLO RIZO, to me known to be two of the persons named in the foregoing Articles of Incorporation, who are personally known to me, and are described in the foregoing Articles of Incorporation as two of the incorporators thereof, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Charleston S.C., this 18 day of December, 1998.

Jane R. Hager
Notary Public

(Official stamp)

My commission expires: My Commission Expires
April 29, 2004

I HEREBY ACCEPT THE DESIGNATION AS RESIDENT AGENT OF
THIS CORPORATION AT THE ADDRESS INDICATED IN THESE ARTICLES OF
INCORPORATION.



JEFFREY S. GOETHE

FILED

99 JAN 13 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA