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FLORIDA PROFIT CORPORATION OR P.A.

Three Burritos of Pompano, Inc.

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THREE BURRITOS OF POMPANO, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **THREE BURRITOS OF POMPANO, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 185 Ravenswood Road, Fort Lauderdale, Florida 33312.

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Five Thousand (5,000) shares of common stock, all of which are without par value. The Board

Filed by:
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Telephone 305-789-3200
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of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

Name

Richard E. Schatz

Address

c/o Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

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Name

Address

Richard E. Schatz

2200 Muscum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 2nd day of February, 1999.


Richard E. Schatz, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of Section
607.0501 of the Florida Statutes.


Richard E. Schatz, Registered Agent

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