



LAW OFFICES OF
JAMES G. ETHEREDGE

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CHARTERED

JAMES ETHEREDGE
BOARD CERTIFIED
CIVIL TRIAL LAWYER

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April 12, 1999

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

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-04/13/99--01020--012
*****70.00 *****70.00

Re: Filing Articles of Incorporation for
LaBamba of DeFuniak Springs, Inc.

Gentlemen:

Enclosed is a check in the amount of \$70.00 along with the original
and one copy of Articles of Incorporation.

Please file the original articles and forward a stamped copy to the
undersigned.

Your assistance is greatly appreciated.

Sincerely,

Carol Scott, Secretary to
JAMES G. ETHEREDGE

rCS
Enclosures

FILED
99 APR 13 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHARON

APR 16 1999

ARTICLES OF INCORPORATION
OF
LA BAMBA OF DEFUNIAK SPRINGS, INC.

FILED
99 APR 13 PM 2:36
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

ARTICLE I
NAME

The name of the corporation shall be LA BAMBA OF DEFUNIAK SPRINGS, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business is DeFuniak Springs and mailing address of this corporation is 100 John King Road, Crestview, Florida, 32539.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value stock.

ARTICLE IV
DURATION

This corporation shall exist perpetually and shall commence corporate existence on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE V
PURPOSES OF CORPORATION

This corporation is organized for the purpose of operating a restaurant and any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as may nearly be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 100 John King Road, Crestview, Okaloosa County, Florida 32548, and the initial registered agent of this corporation at that address is ROGELIO CHAVES.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

ROGELIO CHAVES	100 John King Road Crestview, FL 32539
ANGEL ZAVALA	100 John King Road Crestview, FL 32539
WAYNE R. SCOTT	100 John King Road Crestview, FL 32539

ARTICLE IX
INCORPORATOR

The name and address of the persons signing these Articles are:

ROGELIO CHAVES

100 John King Road
Crestview, FL 32539

ANGEL ZAVALA

100 John King Road
Crestview, FL 32539

WAYNE R. SCOTT

100 John King Road
Crestview, FL 32539

ARTICLE X
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of April, 1999.



ROGELIO CHAVES



ANGEL ZAVALA



WAYNE R. SCOTT

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

1. The name of the corporation is LA BAMBA OF DEFUNIAK SPRINGS, INC.

2. The name of the registered agent is ROGELIO CHAVES.

3. The address of the registered agent/registered office is 100 John King Road, Okaloosa County, Crestview, Florida 32539.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



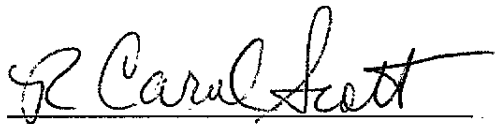
ROGELIO CHAVES

STATE OF FLORIDA

COUNTY OF OKALOOSA

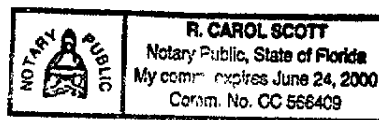
BEFORE ME personally appeared ROGELIO CHAVES to me well known or who produced the following identification FL ID Lic and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 12 day of April, 1999.



R. Carol Scott

NOTARY PUBLIC
My Commission Expires:



FILED
99 APR 13 PM 2:37
TALLAHASSEE, FLORIDA