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LAW OFFICES OF
ABRAMS & ABRAMS, P.A.
PROFESSIONAL ASSOCIATION

DAVID S. ABRAMS
PERLA F. ABRAMS

7000 S.W. 97TH AVENUE
SUITE 209
MIAMI, FLORIDA 33173
TELEPHONE (305) 274-9300
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April 27, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

800002862328--0
-05/04/99-01084-005
*****78.75 *****78.75

Re: **Havana Grill, Inc.**

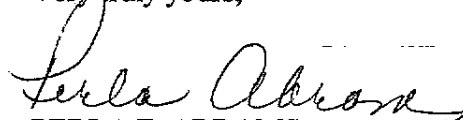
Dear Sir or Madam:

Enclosed is an original and one copy of the Certificate of Incorporation for the above named corporation, the original of which is to be filed with your office. The remittance in the amount of \$78.75 is enclosed to cover the cost of same.

I would appreciate your preparing a certified copy and returning the same to us by return mail at your earliest possible convenience.

Thank you for your prompt attention to this matter.

Very truly yours,


PERLA F. ABRAMS

PFA:lg
encl.

FILED
99 MAY -4 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 5/10

**CERTIFICATE OF INCORPORATION
OF
HAVANA GRILL, INC.**

FILED
99 MAY -4 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be:

HAVANA GRILL, INC.

and its existence shall be perpetual.

2. The general nature of the business to be transacted shall be to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida and to have all other powers provided by the laws of the State of Florida.

3. The capital stock of the corporation shall consist of 100 shares of \$1.00 Dollar par value.

4. The principal office of the corporation shall be:

2911 Grand Avenue

Miami, Florida

5. The amount of capital with which the corporation shall begin business is Ten Thousand Dollars.

6. The number of the directors shall be at least one (1) and the name and post office address of the first Board of Directors and Officers are:

| <u>NAME</u> | <u>OFFICE</u> | <u>POST OFFICE ADDRESS</u> |
|-----------------|-------------------------|-------------------------------------|
| Jorge Luzarraga | President/ Treasurer | 2911 Grand Avenue Miami, Florida |

Silvia Luzarraga

Vice President/
Secretary

2911 Grand Avenue
Miami, Florida

7. The name and post office address of the subscribers to this Certificate of Incorporation, the number of shares they agree to take and the consideration thereof, the proceeds of which will amount to at least Ten Thousand Dollars is as follows:

| <u>NAME</u> | <u>NO. OF SHARES</u> | <u>CONSIDERATION</u> |
|------------------|----------------------|----------------------|
| Jorge Luzarraga | 50 | \$5,000.00 |
| Silvia Luzarraga | 50 | \$5,000.00 |

8. The corporation designates DAVID S. ABRAMS, ESQ., 7000 S.W. 97th Avenue, Miami, Florida, 33173, as its Resident Agent, to accept service of process within this State.

IN WITNESS WHEREOF, the undersigned hereby subscribed to this Certificate of Incorporation at Miami, Miami-Dade County, Florida, this ²⁴23 day of April, 1999.


JORGE LUZARRAGA

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared JORGE LUZARRAGA, sole subscriber, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, who acknowledged before me that he subscribed thereto and did so for the purpose and uses therein mentioned and that DAVID S. ABRAMS consented to the appointment as Registered Resident Agent of the corporation to accept service of process within the State.

The foregoing instrument was acknowledged before me this 23rd day of April, 1999, by JORGE LUZARRAGA who is personally known to me or who provided _____ as identification who did (did not) take an oath.

MY COMMISSION EXPIRES:


NOTARY PUBLIC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First that HAVANA GRILL, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Certificate of Incorporation at Miami, County of Dade, State of Florida, has named DAVID S. ABRAMS, ESQ., 7000 S.W. 97th Avenue, Miami, Florida, 33173, as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DAVID S. ABRAMS

FILED
99 MAY -4 AM 8:38
CLERK OF STATE
TALLAHASSEE, FLORIDA