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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**R P - U S A, CORP.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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ARTICLES OF INCORPORATION

(5)

OF

R P - U S A, CORP.

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: R P - U S A, CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To operate restaurants and related business.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY:  
CARLOS R. BUSQUETS, ESQ.  
782 N.W. LE JEUNE ROAD, SUITE 632  
MIAMI, FLORIDA 33126  
PHONE: 305-448-1200  
FLORIDA BAR NO. 205370

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c. In the purchase or adquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity. d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

#### ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 4,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

#### ARTICLE VI - PREEMPTIVE RIGHTS

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

#### ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE

The street address of the corporation's initial

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registered office and principal office is: 782 N.W. LE JEUNE ROAD, SUITE 632, MIAMI, FLORIDA 33126, and the name of the initial registered agent of the corporation at that office is: CARLOS R. BUSQUETS, ESQ.

ARTICLE VIII- INITIAL BOARD  
OF DIRECTORS

This Corporation shall have ONE (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

| N A M E         | A D D R E S S                                    |
|-----------------|--|
| RICHARD PEREIRA | 8005 S.W. 107 AVE., #102<br>MIAMI, FLORIDA 33173 |

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

| N A M E          | A D D R E S S                                    |
|------------------|--|
| RICHARD PEREIRA  | 8005 S.W. 107 AVE., #102<br>MIAMI, FLORIDA 33173 |
| GIORGIO CICHELEO | 9455 COLLINS AVE.<br>SURFSIDE, FL. 33154         |

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal

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any provisions contained in these Articles of Incorporation,  
or any amendment hereto, and any right conferred upon the  
shareholders is subject to this reservation.

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

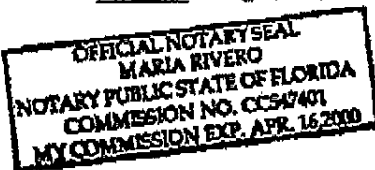
  
RICHARD PEREIRA


  
GIORGIO CICHELERIO

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME a Notary Public authorized to take  
acknowledgments in the State and County set forth above,  
personally appeared: RICHARD PEREIRA and GIORGIO CICHELERIO,  
known to me and known by me to be the persons who executed  
the foregoing Articles of Incorporation, and they  
acknowledged before me that they executed these Articles of  
Incorporation. ( ) who are personally known to me or (\*) who  
have produced PASSPORT and FLORIDA DRIVERS LICENSE  
as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 2nd day of July, 1999.



  
NOTARY PUBLIC  
MARIA RIVERO  
PRINT NAME

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: AT  
THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 2nd DAY OF JULY, 1999.

  
(REGISTERED AGENT)  
CARLOS R. BUSQUETS, ESQ.

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