

TRANSMITTAL LETTER

P99000060512

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

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-07/01/99--01090--009
*****122.50 *****78.75

SUBJECT: EL REY DEL PONCHE, INC.
(Proposed corporate name - must include suffix)

FILED
99 JUL - 1 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: THOMAS H. CALDERON
Name (printed or typed)

950 NW 123 COURT
Address

MIAMI FL 33182-2411
City, State & Zip

305-836-7030
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF

EL REY DEL PONCHE, INC.

We, the undersigned subscribers of these Articles of Incorporation, a natural persons, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE ONE

The name of the corporation is: EL REY DEL PONCHE, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:

700 shares of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

The amount of capital the corporation is to start business with shall not be less than \$500

ARTICLE FIVE

The corporation shall have perpetual existence beginning with the date of incorporation.

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ARTICLE SIX

The principal office of the corporation shall be located at:

6695 West Flagler Street
Miami Florida 33144

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

ARTICLE SEVEN

The initial principal /registered office address of the corporation shall be:

The Registered Agent is: LEONEL COBO
7131 SW 158th Court Miami Fl. 33193

ARTICLE EIGHT

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than two(2)and no more than nine (9). Directors shall from time to time be designated by the by-laws of the corporation and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE NINE

The names and the street addresses of the first Board of Directors, who subject to the provisions of these articles of incorporation, the by-laws of this corporation and the laws of the State of florida, shall hold office for the first year of corporate existence or until the successors are elected and fully qualified, are:

LEONEL COBO, PRESIDENT 7131 SW 158th Court Miami Fl. 33193

GISELDA COBO, SEC/TREAS. 7131 SW 158th Court Miami Fl. 33193

The said Directors are of legal age and citizens of The United States of America

ARTICLE TEN

The name and street address of the subscribers of the Article of Incorporation are:

LEONEL COBO 7131 SW 158th Court Miami Fl. 33193

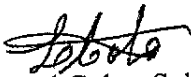
GISELDA COBO 7131 SW 158th Court Miami Fl. 33193

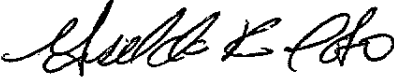
ARTICLE ELEVEN

The by-laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledge

these Articles of Incorporation this 26th day of June 1999

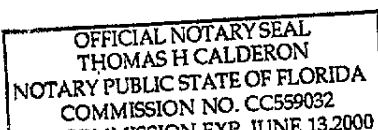

Leonel Cobo, Subscriber

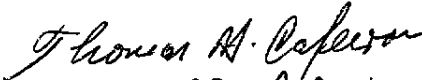

Giselda Cobo, Subscriber

STATE OF FLORIDA
COUNTY OF MIAMI-DADE.

I HEREBY CERTIFY that on this 26th day of June 1992, personally appeared before me: LEONEL COBO AND GISELDA COBO, to me well known to be the persons who executed the foregoing ARTICLE OF INCORPORATION and who acknowledged before me that they signed and executed the same for the purpose expressed.

Sworn to and subscribed this 26th day of June 1999.




NOTARY PUBLIC

1

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EL REY DEL PONCHE, INC.

2. The name and address of the registered agent and office is:

LEONEL COBO
(NAME)

7131 SW 158th COURT
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI FLORIDA 33193
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

06/26/99
(DATE)