

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

P99000081965

CONTACT: CINDY HICKS

DATE: 9-16-99

300002988963--8
-09/16/99-01023--019
*****78.75 *****78.75

REF. #: 0150.8269

CORP. NAME: Plaza Mayor Restaurants
Inc

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 5883 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

ajc 9/16

FILED
99 SEP 16 PM 2:15
RECEIVED
99 SEP 16 PM 12:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302

ARTICLES OF INCORPORATION
OF
PLAZA MAYOR RESTAURANTS INC.

FILED
99 SEP 16 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is PLAZA MAYOR RESTAURANTS INC. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is 414 71st Street, Miami Beach, Florida 33141.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 414 71st Street, City of Miami Beach, County of Dade, State of Florida 33141 and the name of its initial registered agent is Gerardo Cea.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Gerardo Cea
414 71st Street
Miami Beach, Florida 33141

Jose Rodolfo Yahbes
414 71st Street
Miami Beach, Florida 33141

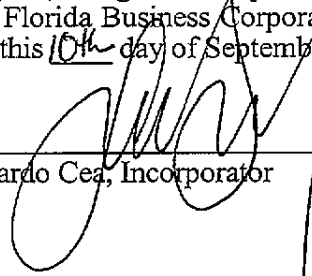
ARTICLE VII

The name of the Incorporator is Gerardo Cea and the address of the Incorporator is 414 71st Street, Miami Beach, Florida 33141.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

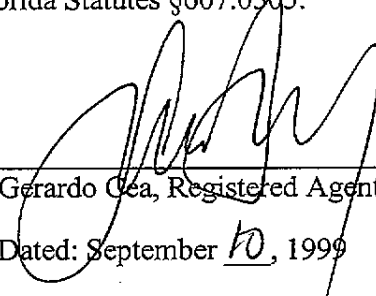
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10th day of September, 1999.



Gerardo Cea, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PLAZA MAYOR RESTAURANTS INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Gerardo Cea, Registered Agent

Dated: September 10, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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