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DATE : SEPTEMBER 20, 1 999

SECRETARY OF STATE
STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 3231 4

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*****78.75 *****78.75

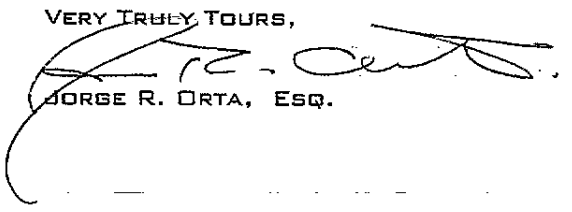
RE: DIEGO'S TAPAS RESTAURANT, No. 2 , INC.

DEAR SIRs OR MADAMS:

ENCLOSED, PLEASE FIND ORIGINAL AND COPY OF THE ARTICLES OF INCORPORATION OF THE ABOVE REFERENCED CORPORATION FOR FILING, ALONG WITH OUR CHECK IN THE TOTAL AMOUNT OF \$ 78.75, COVERING THE FILING FEE (\$70.00) AND THE FEE FOR A CERTIFICATE UNDER SEAL (\$8.75).

PLEASE, PROCEED TO FILE AND RETURN A COPY OF THE FILED ARTICLES ALONG WITH THE REQUESTED CERTIFICATE, TO US. IF THERE ARE ANY FURTHER REQUIREMENT PLEASE INFORM IMMEDIATELY.

VERY TRULY YOURS,


JORGE R. ORTA, ESQ.

JRO/TJ
ENCLOSURE

FILED
1999 SEP 27 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 SEP 27 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DIEGO'S TAPAS RESTAURANT , No. 2, INC.

ARTICLE ONE
Name

The name of this corporation shall be:

DIEGO'S TAPAS RESTAURANT , No. 2, INC.

ARTICLE TWO
Nature of business

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

ARTICLE THREE
Term of Existence

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE FOUR
Number of Directors

This corporation shall at all times have at least one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation at all times have a minimum of one Director.

ARTICLE FIVE
Amendment

These articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SIX
Capital Stock

This corporation shall have One Thousand (100) shares of common stock, with par value of \$1.00 , each share. All said stock shall be payable in property, labor, services, or as otherwise be accepted by the Board of Directors and just valuation shall by them be applied thereof.

ARTICLE SEVEN
Initial Office

The initial office address of this corporation in the State of Florida shall be:

65 Alhambra Plaza,
Coral Gables, Fl. 33134

The Board of Directors may from time to time move the principal Office to any other address within the State of Florida.

ARTICLE EIGHT
Initial Directors

The initial directors of this corporation shall be:

DIEGO LOZANO
SAGRARIO BERRRUGUETE

ARTICLE NINE
Subscribers

The name of each subscriber (s) to these Articles of is/are:

NAME

ADDRESS

DIEGO LOZANO

65 Alhambra Plaza,
Coral Gables, Fl. 33134

ARTICLE TEN
Resident Agent

The name of the Resident Agent of this corporation for the purpose of service and for any other purpose for which a resident agent is required shall be:

NAME
JORGE R. ORTA

ADDRESS
2600 S.W. 3rd. Ave.
Suite 800-B
Miami, Fl. 33129

IN WITNESS WHEREOF, I have hereunto set my hand and seal, at
County of Miami-Dade, State of Florida, on this 20th of September, 1999.

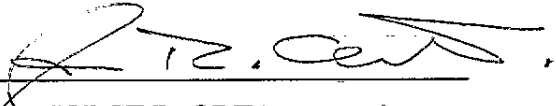


DIEGO LOZANO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

That **DIEGO'S TAPAS RESTAURANT, No. 2, INC.**, desiring
to organize or qualify under the laws of the State of Florida, with its principal place
of business at the City of Miami, State of Florida, has named, JORGE R. ORTA,
2600 S.W. 3rd. Ave. #800-B, Miami, Fl. 33 129 State of Florida, as its agent to
accept service of process in Florida.

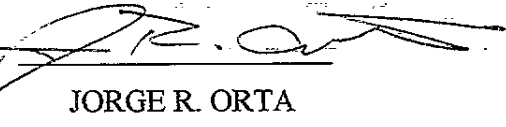
Signature: 

JORGE R. ORTA

Title: Registered Agent

Date: 9/20/99

having been named to accept service of process for the above stated corporation, at
the place designated in this certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all Statues relative to the proper and
complete performance of my duties.

Signature: 

JORGE R. ORTA

Date: 9/20/99