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OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RESTAURANT CORPORATION OF AMERICA,
(Corporation Name) (Document #)

2. INC.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

FILED RECEIVED
 99 NOV 15 PM 2:41
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA
 99 NOV 15 AM 11:34

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

Examiner's Initials

ARTICLES OF INCORPORATION
OF
RESTAURANT CORPORATION OF AMERICA, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is **RESTAURANT CORPORATION OF AMERICA, INC.**

ARTICLE II - DURATION

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

ARTICLE III - ADDRESS

The mailing address of the corporation is 1704 N. W. 7th Street, Miami, Florida 33125.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Sixty (60) shares of NO par value common stock, which shall be designated "Common Stock".

ARTICLE VI- PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 1704 N. W. 7th Street, Miami, Florida 33125 and the name of the initial registered agent of this corporation is AARON AABA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than ONE.

The name and address of the initial director of this corporation is:

AARON AABA - 1704 N.W. 7th Street
Miami, FL 33125

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these articles is:

AARON AABA - 1704 N.W. 7th Street
Miami, Florida 33125

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29th day of OCTOBER, 1999.



AARON AABA

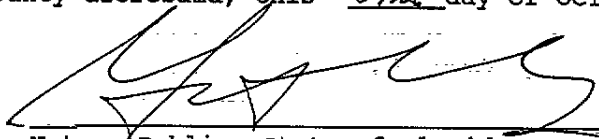
STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared AARON AABA known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29th day of OCTOBER, A.D., 1999.

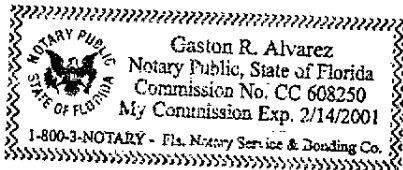
Notary Rubber Stamp Seal:



Notary Public, State of Florida at Large

GASTON R. ALVAREZ

Printed Notary Signature



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE

In compliance with Section 607.0501 of the Florida Statutes, the following is submitted:


RESTAURANT CORPORATION OF AMERICA, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named AARON AABA located at 1704 N.W. 7th Street, City of Miami, County of Miami-Dade, State of Florida as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree 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.

Dated this 29th day of OCTOBER, 1999.



Resident and Registered Agent
AARON AABA

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TALLAHASSEE FLORIDA