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FLORIDA PROFIT CORPORATION OR P.A.

EL PALACIO SPORT CAFE, INC.

THE PALACE SPORT CAFE, INC.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EL PALACIO SPORT CAFE, INC.

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EL PALACIO SPORT CAFE, INC.

The principal place of business of this corporation shall be:

**525 N.W. 27TH AVE., SUITE #208
MIAMI, FL 33125**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 SHARES AT 10 PER VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

**MARIBEL MARTINEZ
3620 N.W. 30TH AVENUE
LOT. B222
MIAMI, FL 33142**

This instrument was prepared by:

**S.G. GROUP
525 N.W. 27TH AVE., SUITE #208
MIAMI, FL 33125**

ARTICLE VI INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to this articles of Incorporation is (are):

MARIBEL MARTINEZ
3620 N.W. 30TH AVENUE
LOT. B222
MIAMI, FL 33142

IN WITNESS WHERE OF, the undersigned incorporator (s) has (have) executed these Articles of Incorporation this 24TH day of NOVEMBER, 1999.

Signature (s) of Incorporator (s)



Maribel Martinez

President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

EL PALACIO SPORT CAFE, INC.

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

MARIBEL MARTINEZ

(P.O. BOX NOT ACCEPTABLE)

3620 NW 30TH AVE., LOT. B222, MIAMI, FL 33142

SIGNATURE

Maribel Martinez

TITLE PRESIDENT / AGENT

DATE NOVEMBER 24TH, 1999

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 STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Maribel Martinez

DATE NOVEMBER 24TH, 1999