

Allan R. Knight

ATTORNEY AND COUNSELOR

December 1st 1999

2050 CORAL WAY
SUITE 516
MIAMI, FLORIDA 33145
TEL: (305) 445-2007

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

RE: "Pan American Cafeteria Inc."

EFFECTIVE DATE
12-1-99

600003059936--3
-12/03/99--01061--001
*****70.00 *****70.00

Gentlemen:

Enclosed please find **1 original and 3 copies** of the Articles of Incorporation of "**Pan American Cafeteria Inc.**"

I have also enclosed a check in the amount of **\$70.00 payable to the Secretary of State** to cover the following costs of incorporation:

Filing Fees	\$35.00
Registered agent	\$35.00
	\$70.00

Please incorporate "**Pan American Cafeteria Inc.**" and return the Certificate of Incorporation, along with a copy of the Articles of Incorporation to me as soon as possible.

With Regards,

Allan R. Knight

ARK/no

encl.

99 DEC -3 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

R. CHESLER DEC 7 1999

ARTICLES OF INCORPORATION OF

"Pan American Cafeteria Inc."

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

EFFECTIVE DATE
12-1-99

ARTICLE ONE
NAME

The name of the corporation is.:

"Pan American Cafeteria Inc."

ARTICLE TWO
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE
PURPOSE:

The purpose of this corporation is for the general conduct of business in and out of the State of Florida and to perform and engage in any General Corporation Act.

ARTICLE FOUR
SHARES:

The aggregate number of shares which the corporation has Authority to issue is 100, all of which shall be common shares of \$ 1.00 par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED:

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX
REGISTERED OFFICE:

The initial street address of the office of the Corporation and its **PRINCIPLE PLACE OF BUSINESS** is:

Pan American Cafeteria Inc.
445 N.W. 12th Avenue
Miami, Florida 33128

The name and address of the initial registered agent is:

Abel Hernandez
445 N.W. 12th Avenue
Miami, Florida 33128

ARTICLE SEVEN
DIRECTORS:

The Board of Directors of the Corporation shall consist of one (1) member. The name and address of the First Board of Directors is:

Abel Hernandez
445 N.W. 12th Avenue
Miami, Florida 33128

ARTICLE EIGHT
INCORPORATORS:

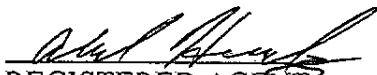
The names and addresses of the initial incorporators are:

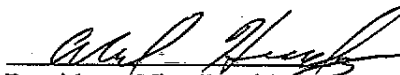
Abel Hernandez
445 N.W. 12th Avenue
Miami, Florida 33128

**ARTICLE NINE
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to have commenced its existence on the 1st day of December 1999.

[IN WITNESS WHEREOF, we have subscribed our names this 23rd day of November 1999.


REGISTERED AGENT
Chairman of the Board
(address)


President, Vice President
Secretary and Treasurer
(address)

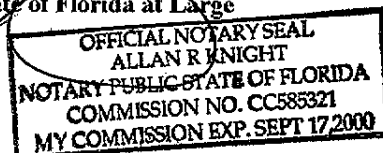
IN THE STATE OF FLORIDA
COUNTY OF MIAMI-DADE SS:

Before me, a Notary Public of the State of Florida, City of Miami, County of Miami-Dade, U.S.A. at large, on this 23rd day of November, 1999 personally appeared; Abel Hernandez Fla. Driver's License #H655-000-70-447-0, known to me to be the person whose name is subscribed to the above instrument, and he acknowledged to me that he executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official seal this 23rd day of November 1999.


Notary Public, State of Florida at Large

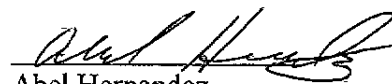
ACCEPTANCE OF REGISTERED AGENT



Having been named to accept service of process for "Pan American Cafeteria Inc." at the place designated in the Articles of Incorporation, I agree to comply with the provisions of The Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

Date: 23 November 1999


Abel Hernandez
Registered Agent
445 N.W. 12th Avenue
Miami, Florida 33128

99 DEC -3 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED