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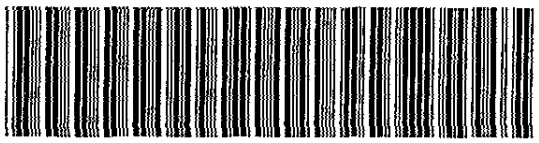
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TALLAHASSEE, FLORIDA

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MOMMERS & COLOMBO
ATTORNEYS AT LAW

2351 W. Eau Gallie Blvd., Suite 1
Melbourne, FL 32935



Telephone: (321) 751-1000
Facsimile: (321) 752-0027



Pierre A.L. Mommers, P.A.*
Joseph G. Colombo, P.A.

TRANSMITTAL LETTER

Sherill Melito, CLA

February 24, 2004

*Also admitted in New York

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

Re: BIZZARRO'S PIZZA OF MERRIT ISLAND, INC.

Dear Sir or Madam:

Enclosed please find the following documents regarding the above-referenced business:

1. An original and one (1) copy of the Articles of Incorporation for BIZZARRO'S PIZZA OF MERRIT ISLAND, INC.;
2. Check in the amount of \$78.75; and
3. Self-addressed stamped envelope.

Please return the one (1) certified copy of the Articles of Incorporation to our office in the enclosed envelope. If you have any questions regarding this matter, please do not hesitate to contact our office. Thank you for your attention to this matter.

Sincerely,

Sherill Melito, CLA
Assistant to Joseph G. Colombo

cc: Domenico DeFrancesco
encls.

**ARTICLES OF INCORPORATION
OF
BIZZARRO'S PIZZA OF MERRITT ISLAND, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I – Name

The name of the corporation shall be BIZZARRO'S PIZZA OF MERRIT ISLAND, INC. (hereinafter referred to as "the corporation.")

ARTICLE II – Principal Office

The principal place of business of the corporation shall be 325-L East Merritt Island Causeway, Merritt Island, Florida 32952.

ARTICLE III – Mailing Address

The mailing address of the corporation shall be 2076 Abalone Avenue, Indialantic, Florida 32903.

ARTICLE IV - Purpose

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V – Term of Existence

The term of existence of this corporation shall be perpetual.

ARTICLE VI – Shares of Stock

The number of shares that the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00). The consideration to be paid for each share of stock shall be determined by the Board of Directors.

ARTICLE VII – Board of Directors

The initial Board of Directors shall be appointed by the incorporator. Any changes concerning the number of directors making up the Board of Directors and the qualification of individuals, corporations, and other entities to be directors shall be provided for in the Bylaws, as amended.

ARTICLE VIII - Officers

The general officers of the corporation may be the President, Vice-President, Secretary, and Treasurer. The principal duties of each officer shall be prescribed in the Bylaws of the corporation, as amended. Any changes concerning the qualifications of the persons entitled to be officers, and the manner in which officers shall be elected or appointed, shall be provided for in the Bylaws, as amended. The initial officers of the corporation shall be:

President: Domenico DeFrancesco
2076 Abalone Avenue
Indialantic, Florida 32903

Vice-President: Agatha DeFrancesco
2076 Abalone Avenue
Indialantic, Florida 32903

Secretary: Domenico DeFrancesco
2076 Abalone Avenue
Indialantic, Florida 32903

Treasurer: Agatha DeFrancesco
2076 Abalone Avenue
Indialantic, Florida 32903

ARTICLE IX - Indemnification

The corporation shall indemnify and hold harmless from liability any incorporator, director, and/or officer of the corporation, to the full extent permitted by law.

ARTICLE X - Initial Registered Agent

The name and address of the initial registered agent in Florida for the corporation are:

Joseph G. Colombo, Esquire
2351 W. Eau Gallie Blvd., Suite 1
Melbourne, Florida 32935

ARTICLE XI - Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Domenico DeFrancesco
2076 Abalone Avenue
Indialantic, Florida 32903

ARTICLE XII - Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the holders of outstanding shares of stock, if any, and approved at a shareholders meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders, if any, sign a written statement manifesting their intent that a particular amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these articles of incorporation at Melbourne, Brevard County, Florida, on February 24, 2004.


Domenico DeFrancesco

SWORN TO AND SUBSCRIBED before me this 24th day of February, 2004, by Domenico DeFrancesco, who is personally known to me or () produced _____ as identification.


NOTARY PUBLIC




Sherill Melito
MY COMMISSION # DD176683 EXPIRES
February 24, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent in the articles of incorporation of this corporation, I hereby consent to accept service of process for this corporation at the place designated above and in the articles of incorporation, and 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.


Joseph G. Colombo,
REGISTERED AGENT