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May 28, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002544881--1  
~~06/02/98~~ 01086-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: PIZZARENA, INC.**

Dear Department of State:

Enclosed is an original and (1) one copy of the Articles of Incorporation and a check for :

\$70.00     \$78.75     \$122.50     \$131.25

Please return a copy of the filed Articles of Incorporation to our office(address below). Thank you !

FROM:

**Joseph Urso, P.A.**  
**21845 Powerline Road, Suite 207**  
**Boca Raton, Florida 33433**  
**Telephone: (561) 394-4480**

APPROVED  
AND  
FILED  
98 JUN -2 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUN 4 1998

# ARTICLES OF INCORPORATION

OF

## PIZZARENA, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is **PIZZARENA, INC.**, (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

### ARTICLE 3 - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 3840 West Hillsboro Boulevard, Suite 161, Deerfield Beach, Florida 33442.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator is:

Donald M. Giarfardino  
3840 West Hillsboro Boulevard, Suite 161  
Deerfield Beach, Florida 33442

### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Donald M. Giarfardino  
Secretary: Donald M. Giarfardino  
Treasurer: Donald M. Giarfardino

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## **ARTICLE 6 - DIRECTOR(S)**

The Director of the Corporation shall be:

**Donald M. Giarfardino**

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE THOUSAND (5,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9 - POWERS OF THE CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 11 - REGISTERED OWNERS(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 12 - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 21845 Powerline Road, Suite 207, Boca Raton, Florida 33433, and the name of its initial registered agent at such address, is Joseph Urso, P.A., 21845 Powerline Road, Suite 207, Boca Raton, Florida 33433.

**ARTICLE 13 - BYLAWS**

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

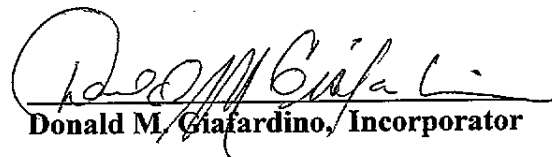
**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on May 28, 1998.

  
Donald M. Giuffardino, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501, 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.

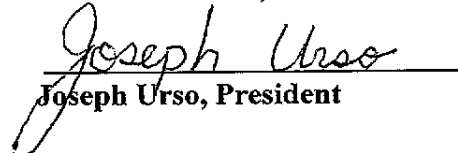
1. The name of the corporation is: **PIZZARENA, INC.**
  
2. The name and street address of the registered agent and office is:

**Joseph Urso, P.A.  
21845 Powerline Road, Suite 207  
Boca Raton, Florida 33433**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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: May 28, 1998

**JOSEPH URSO, P.A.**

  
\_\_\_\_\_  
Joseph Urso, President

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES OF JOSEPH URSO, P.A.  
21845 Powerline Road, Suite 207, Boca Raton, Florida 33433 Telephone: (561) 394-4480