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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

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-03/30/99--01053--009
*****78.00 *****78.00

OFFICE USE ONLY

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

1. 10-90 PIZZA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

99 MAR 30 PM 12:56
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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

3/30

Examiner's Initials

ARTICLES OF INCORPORATION

OF

10-90 PIZZA, INC.

The undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporations, for profit, and subject to the following provisions:

ARTICLE - I

The name of the corporation shall be: 10-90 PIZZA, INC

ARTICLE - II

This corporation shall have perpetual existence.

ARTICLE - III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE - IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at any one time is Five Hundred (500) shares of common stock at \$ 2.00 (Two Dollar) per share.

ARTICLE - V

The post office address of the initial registered office of this corporation in the State of Florida is: 2853 South University Dr. Davie, Fl. 33328

The name of the initial registered agent at such address is:

WILLIAM E. SANTOS

ARTICLE - VI

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, no more than seven, and shall be fixed by resolution of the stockholders at a regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE - VII

The Board of Directors may from time to time move the registered office to any other address in Florida whenever the Directors may deem necessary or expedient.

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TALLAHASSEE FLORIDA

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ARTICLE - VIII

The name and post office address of the members of the Board of Directors who shall serve as members thereof are as follows:

BOARD OF DIRECTORS

ADDRESS

WILLIAM E. SANTOS (President) 844 SW 179th Ave. Pembroke Pines Fl.33029
EFRAIN FARIAS (Secretary) 335 N 68th Way, Hollywood, Fl.33024

The name and the post office address of the subscribers to these Articles of Incorporation and the number of shares of stock each agree to take is:

NAME

ADDRESS

NO. OF SHARES

WILLIAM E.SANTOS 844 SW 179th Av. Pembroke Pines Fl.33029 250
EFRAIN FARIAS 335 North 68th Way, Hollywood, ,Fl. 33024

ARTICLE - IX

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of the Articles of Incorporation, shall have all the general and additional power now conferred upon it by the law.

ARTICLE - X

Amendments to the Articles of Incorporation, Merger, Consolidation or Dissolution shall be approved and submitted to the Stockholders for unanimous approval. Thirty days notice shall be provided.

ARTICLE - XI

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Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of their corporations shares of property through merger of the extinguishment of debts.

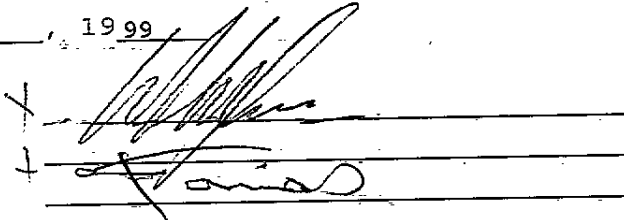
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Preemptive rights (NOT) apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

These articles pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and signature, this
26 day of March, 1999



STATE OF FLORIDA ()
COUNTY OF DADE (SS)

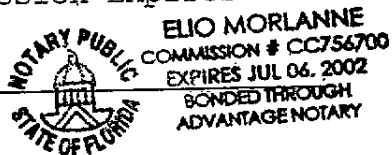
BEFORE ME, the undersigned authority, duly authorized to administer oath and take acknowledgements, personally appeared:
EFRIN FARIAS AND WILLIAM E. SANTOS

Who after first being duly sworn, executed the foregoing ARTICLES OF INCORPORATION, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official Seal
a Miami, Dade County Florida, this 26 day of March, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My commission Expires



CERTIFICATE DESIGNATING CHANGE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida statutes, the is submitted, in compliance with said Act:

First-That 10-90 PIZZA, INC. qualified to do business under the laws of the State of Florida with its principal office at 2853 South University Dr. of Davie State of Florida has appointed William E.Santos

(Street address and number of building, Post Office Box of acceptable). City of Davie County of Broward State of, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

X BY [Signature] (Registered Agent)

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