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LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

99 JUN -2 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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

1. Ralphie's Pizza & More, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

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*****78.75 *****78.75

Examiner's Initials

ARTICLES OF INCORPORATION

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

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TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Ralphie's Pizza & More, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*5700 S.W. 63 CT.
Miami, Fl. 33143*

ARTICLE III SHARES

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

100 Shares with A value of \$1.00 each.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Rafael P. Noguera
5700 Sw. 63 CT.
Miami, Fl. 33143*

ARTICLE V INCORPORATOR(S)

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

Rafael P. Nogueras ----- President ----- 50%
Ines Nogueras ----- Treasurer ----- 30%
Raphael N. Nogueras ----- Vice-President -- 10%
Sasha B. Nogueras ----- Secretary ----- 10%

5700 SW. 63 CT.
Miami, Fl. 33143

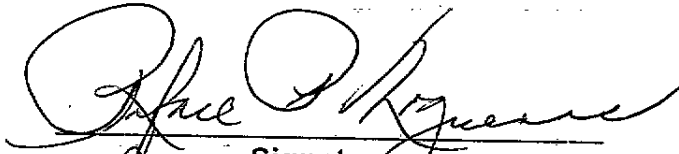
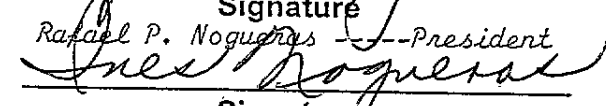

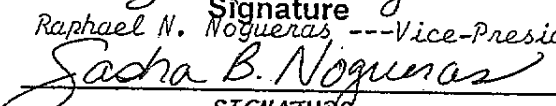
ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

Rafael P. Nogueras
Ines Nogueras
Raphael N. Nogueras
Sasha B. Nogueras

5700 SW. 63 CT.
Miami, Fl. 33143

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 28 day of May, 1999.


Signature
Rafael P. Nogueras ----- President

Signature
Ines Nogueras ----- Treasurer

Signature
Raphael N. Nogueras ----- Vice-President

SIGNATURE
Sasha B. Nogueras ----- Secretary.

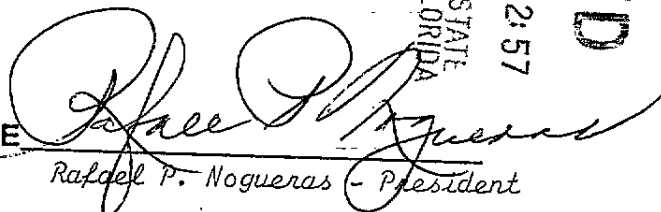
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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 is: Ralphie's Pizza & More, Inc.

2. The name and address of the registered agent and office is:
Rafael P. Nogueras
(NAME)
5700 SW. 63 CT.
(P.O. BOX NOT ACCEPTABLE)
Miami, Fl. 33143
(CITY/STATE/ZIP)

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.

SIGNATURE 
Rafael P. Nogueras - President

DATE 05/28/99

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STATE OF FLORIDA