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FILED

November 18, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

Re: 1ST Class Pizza inc.

Ladies and Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$78.75. Please file the Articles, issue and return to me a certified copy of the same and my Charter.

Should you have any questions or wish to further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Mohammed Zebib
2604 Leewood Blvd.
Melbourne, FL 32935
Phone (321) 255-1941

G. BLALOCK DEC 4 2001

ARTICLES OF INCORPORATION

OF

1st Class Pizza Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I – NAME

The name of the corporation is 1st Class Pizza Inc.

ARTICLES II – DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLES III – PURPOSES

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

ARTICLES IV – CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$.01 par value, common stock, which shall be designated "Common Shares". One thousand (1000) shares shall be issued initially as "Common Shares".

ARTICLES V – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the issued Common Shares.

ARTICLES VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLES VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2604 Leewood Blvd., Melbourne, FL 32935, and the name of the initial registered agent of this corporation at the address is: Mohammed Zebib.

ARTICLES VIII – INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial director is: Mohammed Zebib of 2604 Leewood Blvd., Melbourne, Florida 32935.

ARTICLES IX – INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 2604 Leewood Blvd., Melbourne, Florida 32935, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLES X – INCORPORATORS

The name and address of the person signing these articles is: Mohamed Zebib of 2604 Leewood Blvd., Melbourne, Florida 32935.

ARTICLES XI – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested to the Board of Directors and the Shareholders.

ARTICLES XII – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLES XIII – SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLES XIV – INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

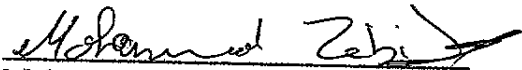
ARTICLES XV – AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES XVI – RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of Nov, 2001.


Mohammed Zebib
2604 Leewood Blvd.
Melbourne, FL 32935

I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.