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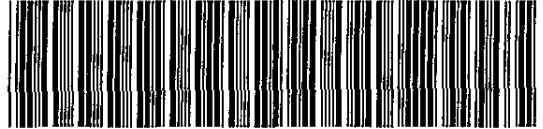
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05 MAY 16 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PALACE PIZZA RESTAURANT, INC.
114 SOUTH KENTUCKY AVENUE
LAKELAND, FL 33813
(863) 688-0045

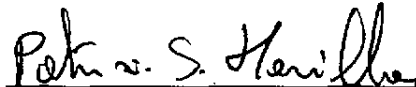
May 12, 2005

Department of State
Division of Corporations
Post office Box 6327
Tallahassee, FL 32314

RE: PALACE PIZZA RESTAURANT, INC.

Enclosed please find the original and two (2) copies of the
articles of Incorporation for the above Corporation.

A check for \$ 78.75 is enclosed.



PATRIZI S. MORIELLO
5760 High Ridge Loop
LAKELAND, FL 33813

**ARTICLES OF INCORPORATION OF
PALACE PIZZA RESTAURANT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is **PALACE PIZZA RESTAURANT, INC.**

SECOND: The general nature of the business to be transacted by this corporation, together with and in addition to those powers conferred by the laws of Florida and the United States of American and the principles of common law upon corporations organized under and by virtue of the laws of Florida and the United States of American and the principles of common law upon corporations organized under and by virtue of the laws of Florida is the following, viz:

To engage in preparing and selling food and food products. To purchase and resell merchandise, to take, own, hold, deal in, mortgage or otherwise give lien against, and to lease, exchange, transfer or in any manner whatever, to dispose of real property within or without the State of Florida, wherever situated; To purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, lease, sell, assign, transfer, or in any manner dispose of, deal in and trade with and invest in goods, wares and merchandise and property of any kind and class, both within the State of Florida and without said State .To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment hereof or necessary or incidental to the protection and benefit of the corporation, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, and to perform any other act or thing which may tend to promote the interest of this Corporation and is not forbidden by the law to the same extent as natural persons might or could do, and the foregoing enumeration of specific powers, and is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

THIRD: The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$ 1.00) per share.

FOURTH: the amount of capital with which this Corporation will begin business is five hundred and no/100 dollars (\$ 100.00).

FIFTH: This corporation is to exist perpetually.

SIXTH: The initial street address of the principal office of this corporation in the State of Florida is 114 South Kentucky Avenue, Lakeland, FL 33801.

SEVENTH: This Corporation shall have 1 Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

EIGHT: The name and street address of the members of the first Board of Directors, Incorporators and Subscribers to these Articles of Incorporation are:

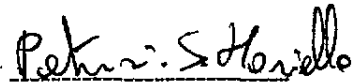
PATRIZI S. MORIELLO 5760 HIGH RIDGE LOOP, LAKELAND, FL 33813

NINTH: The registered Agent and his address for service of process of this Corporation is PATRIZI S. MORIELLO, 5760 High Ridge Loop, Lakeland, FL 33813

TENTH: 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 a majority of stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 12th day of May, 2005

Signature of incorporators:



PATRIZI S. MORIELLO PRESIDENT

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: PALACE PIZZA RESTAURANT, INC.
2. The name and address of the registered agent and

office is: PATRIZI S. MORIELLO
5760 HIGH RIDGE LOOP
LAKELAND, FL 33813

Signature: Patrizi S. Moriello

Title: President

Date: 5/12/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: Patrizi S. Moriello

Date: 5/12/05

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA