

PA 000028796

Advanced Associates, Inc.
Accountants & Management
Consultants

March 10, 2000.

Florida Department of State
Department of Corporation,
PO Box 6327,
Tallahassee, Fl. 32314

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-03/14/00--01130--005
*****78.75 *****78.75

Dear Sirs:

Please find enclosed the following:-

1. Articles of Incorporation of:

PALM BEACH PIZZA SYSTEMS, INC.
2. Our check in the amount of \$78.75 covering normal fees.

FILED
00 MAR 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We would appreciate if you could process this as soon as possible.

Very truly yours,

James F. Mahon
ADVANCED ASSOCIATES, INC.

3-22
WC

FILED
00 MAR 14 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PALM BEACH PIZZA SYSTEMS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE 1

The name of the corporation shall be:

PALM BEACH PIZZA SYSTEMS, INC.

ARTICLE 11

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

ARTICLE 111

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1000) Common Shares of One Dollar (\$1.00) Par Value.

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ARTICLE 1V

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business is One Thousand (\$1,000.00) dollars.

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at:- 1801 Palm Beach Lakes Blvd. Suite #876, West Palm Beach, 33401, and the mailing address shall be the same.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be no less than one (1).

ARTICLE V111

The names and post office addresses of the first Board of Directors and Officers of this corporation shall be:

Pedro L. Rivera, 1773 NW 36th Court, Ft. Lauderdale, Florida, 33309.

ARTICLE 1X

The names and post office addresses of each subscriber and the number of shares which each person agrees to take are:

Pedro L. Rivera, 1773 NW 36th Court, Ft. Lauderdale, Fl. 33309..... 100%

ARTICLE X

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-laws, and to set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purposes, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in any manner now or thereafter prescribed by law, and all rights conferred or officers, directors and stockholders herein are granted subject to this reserve.

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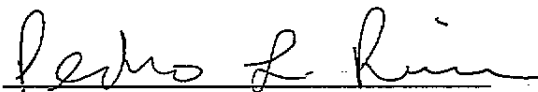
ARTICLE XI

REGISTERED AGENT

The street address of the initial registered office of this corporation is:
1801 Palm Beach Lakes Blvd., Suite #876, West Palm Beach, Florida, 33401.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

The initial registered agent is:



PEDRO L. RIVERA

Registered Agent & Incorporator

IN WITNESS WHEREOF, we have hereunto set our hands this 10TH Day of
March, 2000..

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared:

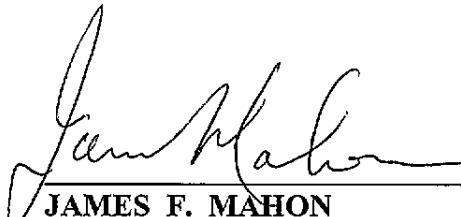
PEDRO L. RIVERA

To me well known to be the person described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me, each for himself and not one for the other, that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal at Broward County, Florida this 10th day of March, 2000.



James F Mahon
My Commission CC586413
Expires Nov. 02, 2000



JAMES F. MAHON
NOTARY PUBLIC