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To: Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE
05-01-00

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Priceless Pizza, Inc.

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Priceless Pizza, Inc.

Article II. Address

The Corporation's mailing address is:
Priceless Pizza, Inc.
3599 SE Gatehouse Circle Apt. 334
Stuart FL 34994

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Salvatore Shields
3599 SE Gatehouse Circle Apt. 334
Stuart FL 34994

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Salvatore Shields
Thomas Perry

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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CLERK
TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

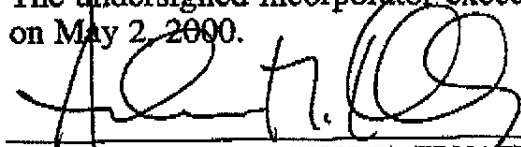
The name and address of the incorporator is:

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 1, 2000.

The undersigned incorporator executed these Articles of Incorporation on May 2, 2000.



CORPORATE CREATIONS INTERNATIONAL INC.
Andreas M. Kelly Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

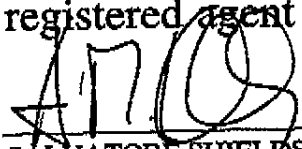
CORPORATION:

Priceless Pizza, Inc.

REGISTERED AGENT/OFFICE:

Salvatore Shields
3599 SE Gatehouse Circle Apt. 334
Stuart FL 34994

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


SALVATORE SHIELDS
by A.M. Kelly as attorney-in-fact

Date: May 2, 2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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