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BILZIN, SUMBERG, ET. AL

TEL: 305-374-7593

P. 001

Division of Corporations

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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Pizza Tropical and Food, Inc.

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Corporate Filing

Public Access Help

Fax Audit No. H00- 29855

**ARTICLES OF INCORPORATION
OF
PIZZA TROPICAL AND FOOD, INC.**

ARTICLE I - NAME

The name of this corporation is Pizza Tropical and Food, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

17705 SW 218 Street
Miami, Florida 33170.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

17705 SW 218 Street
Miami, Florida 33170;

and the name and address of the initial registered agent of this corporation are:

Viviana B. Ruiz
17705 SW 218 Street
Miami, Florida 33170.

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TALLAHASSEE, FLORIDA

Fax Audit No. H00- 29855**ARTICLE VI – COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of this corporation, but shall never be fewer than one (1). The name and address of the initial director of this corporation are:

Name**Address**

Viviana B. Ruiz

17705 SW 218 Street
Miami, Florida 33170.**ARTICLE VIII – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name**Address**

Viviana B. Ruiz

17705 SW 218 Street
Miami, Florida 33170.**ARTICLE IX – BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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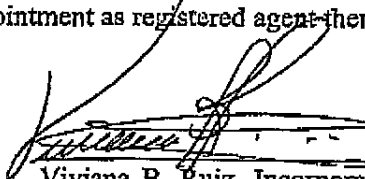
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of her appointment as registered agent therein as of the 30th day of April, 2000.



Viviana B. Ruiz, Incorporator and Registered Agent

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