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Keith Poole, P.C.
1432 Heritage Glen Drive
Marietta, GA 30068
(770) 971-0109

June 16, 2000

Secretary of State
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Dear Secretary of State:

I am requesting that your office incorporate CES PIZZA, INC. as a For-Profit Business Corporation. Enclosed please find the following materials:

1. An original and two copies of the Articles of Incorporation;
2. A check in the amount of Seventy eight and seventy five hundredths dollars which is payment for the filing fee, the Designation of Registered Agent and a Certified Copy.; and
3. An original and two copies of the Certificate Designating Registered Agent/Registered Office.

If there are any questions regarding this matter, please call or write me. Thank you for your assistance on this matter.

Very truly yours,


Keith Poole

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CES PIZZA, INC.

The undersigned, for the purpose of forming and organizing a corporation pursuant to the provisions of the Florida General Corporation Act does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be known as CES PIZZA, INC. The principal place of business of the corporation and the mailing address for the corporation shall be at 11150 Okeechobee Boulevard, Royal Palm Beach, FL 33411.

ARTICLE II

This Corporation is organized pursuant to the provisions of the Florida General Corporation Act.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The corporation is a corporation for profit and pecuniary gain and is organized for the general purpose of owning and operating restaurant franchises and for engaging in any lawful purpose not specifically prohibited under the Florida General Corporation Act. The corporation is organized to do any and all acts necessary, convenient, expedient, ancillary or in aid to the accomplishment of its purposes and shall in addition be authorized without limitation to operate in any legal business authorized by law for the purpose of making a profit or pecuniary gain.

ARTICLE V

The corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of Series A common stock, all of which shall be shares without par value and not more than 10,000 shares of Series B common stock, all of which shall be shares without par value.

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TALLAHASSEE FLORIDA

ARTICLE VI

The initial Board of Directors shall consist of one member:

Bernie Menapace
2800 North Military Trail, #101
West Palm Beach, FL 33409

ARTICLE VII

The name and address of the incorporator is Keith Poole, 1432 Heritage Glen Drive, Marietta, GA 30068.

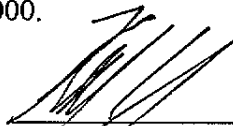
ARTICLE VIII

The corporation shall be authorized to select to use the provisions of Section 1362 of the Internal Revenue Code and to exercise any other further options, including but not limited to Section 1244, as deemed advisable or available under the rules and regulation of the Internal Revenue Service.

ARTICLE X

The registered agent shall be Bernie Menapace. The address of the registered agent is 2800 North Military Trail, #101, West Palm Beach, FL 33409 (Palm Beach County) The office of the registered agent is 2800 North Military Trail, #101, West Palm Beach, FL 33409 (Palm Beach County).

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 16 day of June, 2000.



Keith Poole
Attorney at Law
1432 Heritage Glen Drive
Marietta, GA 30068
(770) 971-0109

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent to accept service of process for CES PIZZA, INC at 2800 North Military Trail, #101, West Palm Beach, FL 33409, I am familiar with and accept the appointment as registered agent and agree to act in this capacity for CES PIZZA, INC.

Beri M...
Signature/Registered Agent

6/19/00
Date

[Signature]
Signature/Incorporator

6/16/00
Date

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TALLAHASSEE FLORIDA