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ROBERT JOSEPH LA ROCCO

FILED
00 NOV 21 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FL 32304

Monday, November 06, 2000

Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

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*****78.75 *****78.75

Re.: Corporate Filing

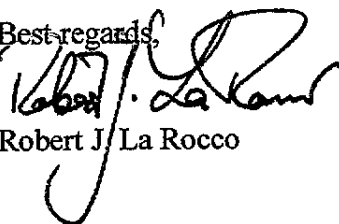
Ladies and Gentlemen:

I file the accompanying Articles of Incorporation for Joe's New York Pizza, Inc.

A second set of Articles of Incorporation accompanies this filing, together with a check in the amount of \$78.75. Please return the second set to me after filing, together with a certificate of standing. A return envelope is included for your convenience.

Please call me at (941) 281-0255 if you should have any questions.

Best regards,


Robert J. La Rocco

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**ARTICLES OF INCORPORATION
of
JOE'S NEW YORK PIZZA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I
NAME**

The name of this corporation is Joe's New York Pizza, Inc.

**ARTICLE II
COMMENCEMENT AND DURATION**

The corporation is to commence on the date of filing, and shall have perpetual existence thereafter until dissolved by law.

**ARTICLE III
INITIAL PRINCIPAL OFFICE**

The principal place of business is at 5660 Bayshore Drive in North Fort Myers, Florida, 33917. The mailing address of the corporation is 5660 Bayshore Drive, Unit 30, N. Fort Myers, Florida, 33917.

**ARTICLE IV
STATED CAPITAL**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any and all lawful activity.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Robert Joseph La Rocco
3006 S.E. 16th Place
Lee County
Cape Coral, FL 33904

**ARTICLE VII
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Robert Joseph La Rocco
3006 S.E. 16th Place
Cape Coral FL 33904

Silvana La Rocco
3006 S.E. 16th Place
Cape Coral FL 33904

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VIII
INITIAL OFFICERS**

The initial officers shall be as follows:

President:	Robert Joseph La Rocco
Vice-President:	Silvana La Rocco
Treasurer:	Robert Joseph La Rocco
Secretary:	Silvana La Rocco

ARTICLE IX LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE IX BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the board of directors.

ARTICLE X OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

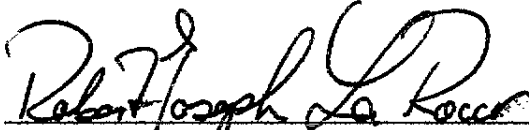
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same

terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal.

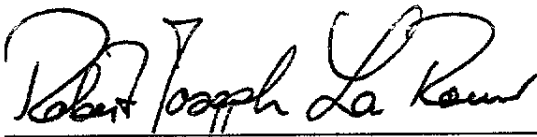
IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation on this 4th day of November, 2000.

A handwritten signature in black ink, reading "Robert Joseph La Rocco", written over a horizontal line.

Robert Joseph La Rocco, Incorporator
3006 S.E. 16th Place
Cape Coral, FL 33904

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert Joseph La Rocco, having a business office identical with the registered office of the corporation name, and having been designated as the registered agent in the Articles of Incorporation, of Joe's New York Pizza, Inc., is familiar with and accepts the obligations of the position of registered agent under the applicable provisions of the Florida Statutes.


Robert Joseph La Rocco

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SECRETARY OF STATE
TALLAHASSEE, FL 32399