

PD10000026998

Secretary of State
Division of Corporations
409 E Gaines St
Tallahassee, FL 32301

ATTN: Wanda Cunningham

RE: Downtown Pizzeria Gainesville, Inc
4 SW 1st Avenue
Gainesville, FL 32601

400003854394--4
-03/15/01--01073--002
*****87.50 *****87.50

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$87.50 is enclosed which represents the following fees:

PROFIT CORPORATION

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certificate of Status	\$ 8.75
Certified Copy	<u>\$ 8.75</u>
Total	\$87.50

FILED
01 MAR 15 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FL 32301

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,



Eric Jimenez

Please FEDEX the Acceptance of the Articles of Incorporation and a stamped copy of the Articles of Incorporation to:

Eric Jimenez
7200 SW 8th Avenue # 102
Gainesville, FL 32607

* A prepaid return FEDEX envelope and form are included within.

3-15-01
WC

FILED
01 MAR 15 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Downtown Pizzeria Gainesville, Inc
4 SW 1st Avenue
Gainesville, FL 32601**

The undersigned has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be Downtown Pizzeria Gainesville, Inc

ARTICLE TWO

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE THREE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

1. Transact any and all lawful business.
2. Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute S607.141;

To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or of any other government, state, territory, governmental district, or municipality or of any instrumentally thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To be a promoter, incorporate, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

ARTICLE FOUR

The aggregate number of shares, which the corporation shall have authority to issue, is the sum of 50,000 shares having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock of this corporation.

ARTICLE FIVE

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

Eric Jimenez
4 SW 1st Avenue
Gainesville, Fl 32601

ARTICLE SIX

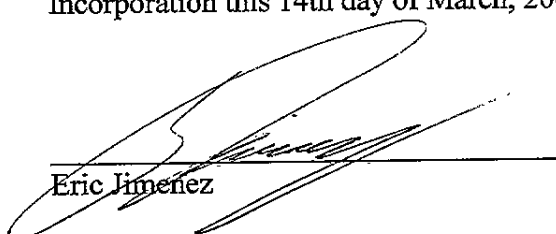
The initial Board of Directors shall consist of a total of 1 person, and the name and address of the person to serve as initial director is:

Eric Jimenez
4 SW 1st Avenue
Gainesville, Fl 32601

The name and address of the incorporator executing these Articles of Incorporation is:

Eric Jimenez
4 SW 1st Avenue
Gainesville, Fl 32601

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 14th day of March, 2001.

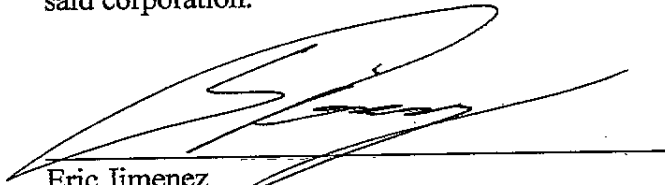


Eric Jimenez

REGISTERED AGENT
TO THE ARTICLES OF INCORPORATION OF
Downtown Pizzeria Gainesville, Inc.

I, Eric Jimenez, am the registered agent for the record. 4 SW 1st Avenue, Gainesville, FL
32601


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

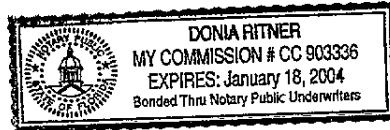

Eric Jimenez
Registered Agent

FILED
01 MAR 15 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FL 32304

State of Florida
County of Alachua

The foregoing instrument was acknowledged before me this 14th day of MARCH, 2001

By 
Notary Public, State of Florida



My Commission Expires: 18 JAN 2004