

LAW OFFICES OF DAVID S. COHEN, LC

5728 Major Boulevard
Suite 550
Orlando, FL 32819
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PO1000046382

VIA FEDERAL EXPRESS

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

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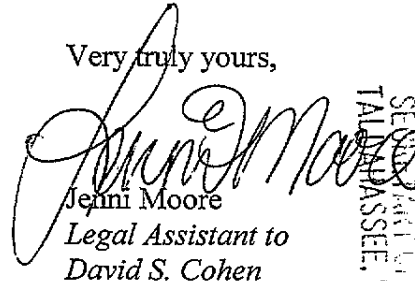
Re: Articles of Incorporation for Brothers Pizza, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Brothers Pizza, Inc., this firm's check in the amount of \$70.00 to cover the filing fee, and a completed designation of registered agent form. Upon receipt of this package, please file the said documents immediately with the Secretary of State. Once filed please fax confirmation to (407) 354-3840 and return a receipt of filing to this office.

If you have any questions or need further information, please do not hesitate to contact our office at the above number. Thank you for your assistance with this matter.

Very truly yours,


Jenni Moore
Legal Assistant to
David S. Cohen

FILED
01 MAY -4 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

1 SMITH MAY 09 2001

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ARTICLES OF INCORPORATION

of

BROTHERS PIZZA, INC.

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is Brother's Pizza, Inc. and its principle place of business is 525 South C.R. 427, Suite 141, Longwood, FL 32750.

II. PURPOSE

The purpose for which the corporation is organized is to engage in the business of selling pizza and any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 5728 Major Blvd., Suite 550, Orlando, FL 32819. The initial registered agent at the registered office is David S. Cohen, Esquire.

VI. INCORPORATOR

The name and post office address of the incorporator is:

Ivan Vega
915 Sand Lake Road
Altamonte Springs, Florida 32714

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TALLAHASSEE, FLORIDA

VII. DIRECTORS

The Board of Directors shall initially consist of four (4) Directors. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Ivan Vega
915 Sand Lake Road
Altamonte Springs, Florida 32714

Jose Carrazana
3348 Curry Ford Road
Orlando, Florida 32806

David Carrazana
3348 Curry Ford Road
Orlando, Florida 32806

William Vega
915 Sand Lake Road
Altamonte Springs, Florida 32714

VIII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

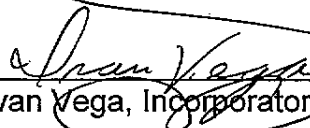
ARTICLE X. By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLES XI. Preemptive Rights

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto subscribed my name this ___ day of May, 2001.


Ivan Vega, Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3 day of May, 2001 by Ivan Vega, who is personally known to me or who has produced FLD as identification and who did not take an oath.


Signature of Notary

Maria 
My Commission Expires Feb 12, 2005
Commission # CC100637

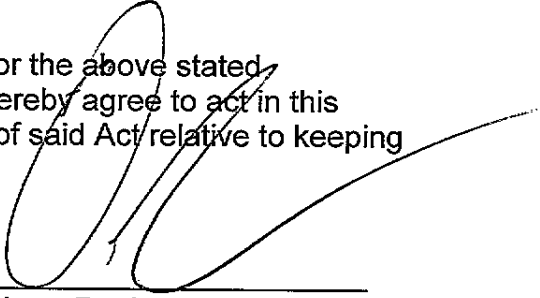
CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Brothers Pizza, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 5728 Major Blvd., Suite 550, Orlando, FL 32819, has named David S. Cohen, Esquire, located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By: 
David Cohen, Registered Agent

Date: 5-3-01

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01 MAY -4 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA