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August 31, 2001

Department of State  
Division of Corporations  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

900004572709-7  
-09/06/01-01073-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: PRISCO'S PIZZERIA, INC.

Gentlemen:

I have enclosed the original and a copy of the articles of incorporation for PRISCO'S PIZZERIA, INC. and a check in the amount of \$ 78.75 computed as follows:

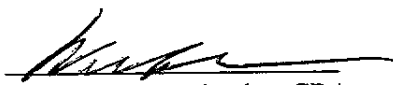
Filing Fee .....	\$35.00
Certified Copy .....	8.75
Registered Agent Fee ....	35.00
Total .....	\$ 78.75

FILED  
2001 SEP -6 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please certify the copy and return it to me.

Thank you very much for your attention to this matter.

Very truly yours,

  
William G. Pembroke, CPA

WGP:

enclosures

9/11/01

ARTICLES OF INCORPORATION  
OF  
**PRISCO'S PIZZERIA, INC.**

**FILED**  
2001 SEP -6 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is PRISCO'S PIZZERIA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2641 SW TANFORAN BLVD. PORT ST. LUCIE FLORIDA 34987 and the name of the initial registered agent of this corporation at the address is JO-ANN PRISCO. The principal address is the same as the registered office.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two Directors constituting the initial Board of Directors. The number of directors may be either increased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

JO-ANN PRISCO - President  
2641 SW TANFORAN BLVD.  
PORT ST. LUCIE , FLORIDA 34987

JILL PRISCO – Vice-President  
2542 SE Caladium Avenue  
Port St. Lucie Fl 34952

#### ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is:

JO-ANN PRISCO - President  
2641 SW TANFORAN BLVD.  
PORT ST. LUCIE , FLORIDA 34987

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or Directors or any former Officer or Directors, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has conferred upon these Articles of Incorporation on the 31 day of August 2001.

Incorporator *[Signature]*

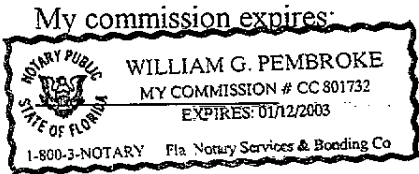
STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, JO-ANN PRISCO personally appeared and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 31 day of August 2001.

*[Signature]*  
Notary Public  
State of Florida  
at Large



FILED  
2001 SEP - 6 AM 10:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE

I, JO-ANN PRISCO state that I am a permanent resident of ST. LUCIE County, Florida. I hereby accept the foregoing designation of Resident Agent for PRISCO'S PIZZERIA, INC. with its place of business at is 2641 SW TANFORAN BLVD. PORT ST. LUCIE, FLORIDA 34987.

*[Signature]*