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FILED

JUNE 11, 2002

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CORPORATE RECORDING BUREAU
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FL. 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE REQUEST YOU PLEASE FILE AND FORWARD TO US A CERTIFIED PROPOSED COPY OF
SAME ENCLOSED ARTICLES OF INCORPORATION.

ENCLOSED IS OUR CHECK FOR \$78.75. THIS CONSISTS OF \$35.00 REGISTERED AGENT
FORM, \$8.75 FOR CERTIFIED COPY OF ARTICLES OF INCORPORATION AND \$35.00 FILING
FEE.

PLEASE FORWARD CERTIFIED COPY TO NURSEL USEL - 8234 STOCKTON WAY - TAMPA,
FL. 33647.

IF YOU NEED FURTHER INFORMATION, PLEASE CALL (813) 960-2875.

THANK YOU,
NURSEL UZEL

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

Marco polo pizzeria
3887 North Dale Blvd.
Tampa, FL 33624.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARCO POLO PIZZERIA, INC.

WE, THE UNDERSIGNED, HEREBY SET FORTH THE FOLLOWING FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A GENERAL FOR PROFIT CORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

MARCO POLO PIZZERIA, INC.

ARTICLE II: DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SHALL COMMENCE ITS CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES IF INCORPORATED BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE III: PURPOSE

THE GENERAL PURPOSE FOR THIS CORPORATION IS TO ENGAGE IN AND CARRY ON ALL ASPECTS OF THE PRACTICE OF FOOD SERVICE, RESTRAUNT, CATERING, AND CARRY OUT SERVICES OF THE FOOD SERVICE INDUSTRY, COMMERCIAL, PRIVATE AND ANY OTHER TYPE OF CONTRACT. TO CONTRACT AND SUB-CONTRACT, TO BUY, SELL, LEASE, RENT, AND OTHERWISE DEAL IN THE PREPARATION OF FOOD SERVICE, EQUIPMENT, AND ANY OTHER ITEMS AVAILABLE AND NECESSARY OR IN PROPER CONNECTION WITH THAT PRACTICE, INCLUDING, BUT NOT LIMITED TO, THE FOLLOWING:

- (A) TO PURCHASE, LEASE, OR OTHERWISE ACQUIRE, TO OWN, HOLD, AND OPERATE, AND TO SELL. MORTGAGE, PLEDGE, LEASE, EMPLOY, OR OTHERWISE DISPOSE, ENCUMBER, OR INVEST IN SUCH REAL ESTATE, MORTGAGES, STOCKS, BONDS, AND ALL TYPES OF PERSONAL PROPERTY, TANGIBLE AND INTANGIBLE, AS MAY BE REASONABLY REQUIRED IN THE CONDUCT OF ITS PROFESSIONAL BUSINESS AND IN CONNECTION WITH ANY OTHER PROPER BUSINESS ACTIVITY IN WHICH THE CORPORATION MAY ENGAGE.
- (B) TO ENTER INTO AND MAKE ALL NECESSARY CONTRACTS FOR THE CONDUCT OF ITS PROFESSIONAL BUSINESS WITH ANY PERSON, PARTNERSHIP, ASSOCIATION, CORPORATION, OR OTHER ENTITY, AND TO PERFORM, CARRY OUT, CANCEL, AND RESCIND THOSE CONTRACTS.
- (C) TO BORROW OR RAISE CAPITAL REASONABLY REQUIRED IN THE CONDUCT OF ITS PROFESSIONAL BUSINESS AND IN CONNECTION WITH ANY OTHER PROPER BUSINESS ACTIVITY IN WHICH THE CORPORATION MAY BE ENGAGED, AND TO EXECUTE AND DELIVER ANY INSTRUMENTS THAT MAY BE NECESSARY TO EVIDENCE THE BORROWING.

ARTICLE VII: REGISTERED OFFICE AND PRINCIPAL ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE AND PRINCIPAL ADDRESS OF THE CORPORATION IS AS FOLLOWS, TO-WIT:

3887 NORTHDAL BLVD.
TAMPA, FL. 33624

ARTICLE VIII: REGISTERED AGENT

THE NAME OF THE CORPORATION'S INITIAL REGISTERED AGENT AT THE ABOVE-MENTIONED ADDRESS IS AS FOLLOWS:

NURSEL UZEL

ARTICLE IX: BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT NUMBER THEREOF TO BE FIXED BY THE BY-LAWS OF SAID CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE MEMBER WHOSE NAME AND ADDRESS IS AS FOLLOWS, TO-WIT;

NAME	ADDRESS
NURSEL UZEL	8234 STOCKTON WAY TAMPA, FL. 33647

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS, OR UNTIL THEIR EARLIER RESIGNATION, REMOVAL FROM OFFICE, OR DEATH, WHICHEVER SHALL FIRST OCCUR.

ARTICLE X: INCORPORATORS

THE FOLLOWING PERSON(S) SHALL ACT AS THE INCORPORATORS OF MARCO POLO PIZZERIA, INC. , BY SIGNING AND DELIVERING, OR CAUSING TO BE DELIVERED, SAID ARTICLES OF INCORPORATION, IN DUPLICATE, TO THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

NAME	ADDRESS
NURSEL UZEL	8234 STOCKTON WAY TAMPA, FL. 33647

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE LAW OR THE ARTICLES OF INCORPORATION.

- (D) TO FORM AND BECOME A PARTICIPANT IN ANY PARTNERSHIP, LIMITED PARTNERSHIP, OR JOINT VENTURE WITH ANY OTHER INDIVIDUALS, FIRMS, CORPORATIONS, OR ENTITIES AND TO BECOME A SHAREHOLDER IN ANY CORPORATION FOR PROFIT, AND TO BECOME A MEMBER OF ANY ASSOCIATION, NONPROFIT CORPORATION, OR OTHER ENTITY.
- (E) TO CARRY ON ANY OTHER BUSINESS IN CONNECTION WITH AND INCIDENTAL TO ANY OF THE FOREGOING BUSINESS, TRANSACTIONS, AND DEALINGS; AND TO DO ANY OTHER ACT LEGAL UNDER THE LAWS OF THE STATE OF FLORIDA.
- (F) TO RESTRICT THE MANNER IN WHICH THE PERSONS TO WHOM ITS CAPITAL STOCK SHALL BE ISSUED OR TRANSFERRED AND TO ENACT BYLAWS TO CARRY THESE RESTRICTIONS INTO EFFECT.
- (G) TO DO EVERYTHING, PROPER, ADVISABLE, OR CONVIENIENT FOR THE ACCOMPLISHMENT OF THE CORPORATE PURPOSE OR THE ATTAINMENT OF ANY OF THE OBJECTIVES OR THE FURTHERANCE OF ANY ACT OF THE POWERS SET FORTH IN THESE ARTICLES OF INCORPORATION, INCIDENTAL TO, PERTAINING TO, OR GROWING OUT OF ITS PROFESSIONAL SERVICE CORPORATION ACT AS CURRENTLY ENACTED AND AS MAY BE HEREAFTER AMENDED OR SUPERSEDED BY ANY OTHER STATUTE.

ARTICLE IV: PROFESSIONAL SERVICES

ARTICLE V: SHARE STRUCTURE

NUMBER AND TYPE

- 5.1 THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE SHALL BE TWENTY THOUSAND (50,000) SHARES OF COMMON CLASS STOCK ONLY, WITH A PAR VALUE OF ONE AND NO/100 DOLLAR (\$1.00) PER SHARE.

DIVIDENDS

- 5.2 THE SHARE HOLDERS OF THIS CORPORATION SHALL THE FULL PREEMPTIVE RIGHTS TO ACQUIRE UNUSED OR TREASURY SHARES OF THE CORPORATION, OR SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION.

SHAREHOLDERS ACTION

- 5.3 TO THE EXTENT PERMISSIBLE UNDER THE LAW OF THE STATE OF FLORIDA, CONSENT BY VOTE OR OTHERWISE OF THE HOLDERS OF SHARES (OF ANY CLASS ENTITLED TO VOTE THEREON) ENTITLING THEM TO EXERCISE A MAJORITY OF THE VOTING POWER OF THE CORPORATION SHALL BE SUFFICIENT TO SUSTAIN ANY ACTION TO BE TAKEN BY THE SHAREHOLDERS OF THE CORPORATION, AND IN CASES WHERE ANY CLASS SHALL BE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA TO CONSENT SEPARATELY AS A CLASS, CONSENT BY VOTE OR OTHERWISE OF THE HOLDERS OF A MAJORITY OF THE SHARES OF THAT CLASS SHALL BE SUFFICIENT TO SUSTAIN ANY ACTION TO BE TAKEN BY THE SHAREHOLDERS OF THAT CLASS,

ARTICLE VI: STATED CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS \$50,000.00.---

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATORS, HAVE
HEREUNTO SET OUR HANDS AND SEALS THIS SEVENTH DAY OF FEBRUARY, 2001, FOR THE
PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.
WE HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF
FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE FACTS
HEREIN STATED ARE TRUE.

NAME

NURSEL UZEL

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

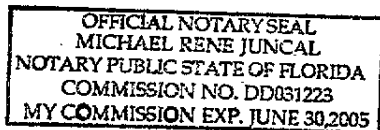
BEFORE ME, THIS DAY PERSONALLY APPEARED NURSEL UZEL
KNOWN TO ME TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT
HE EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 11 DAY OF JUNE, 2002.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



FILED

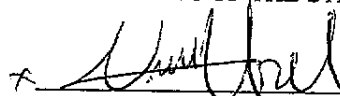
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ACCEPTANCE OF REGISTERED AGENT

PURSUANT TO FLORIDA STATUE 48.091, THE UNDERSIGNED REGISTERED AGENT DOES
HEREBY ACCEPT THE DUTIES AS REGISTERED AGENT AND DESIGNATES AS HIS LOCATION
FOR SERVICE OF PROCESS AS:

8234 STOCKTON WAY
TAMPA, FL. 33647

THE UNDERSIGNED SHALL SERVE AS REGISTERED AGENT UNTIL OTHERWISE
REMOVED OR HE SHALL RESIGN PURSUANT TO THE LAWS OF THE STATE OF FLORIDA.


NURSEL UZEL