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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LETTER OF INTENTION

TO FILE

ARTICLES OF INCORPORATION

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-08/09/02--01089--001

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

August 5, 2002

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

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Incorporation of
MILAN PIZZA USA, CORP

Also enclosed find a check made payable to the Secretary of State in the amount of \$ 78.75 which includes the
statutory filing fee. Your assistance in establishing the corporation to be known as MILAN PIZZA USA, CORP. is
appreciated.

Respectfully,



Secretary

EDGAR A LEAL NOVOA
8347 NW 68 ST
MIAMI, FLORIDA 33166

ARTICLE OF INCORPORATION
OF
MILAN PIZZA USA, CORP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is: MILAN PIZZA USA , CORP

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporations shall have authority to issue shall be as follows:

<u>No. of Shares</u>	<u>Par Value</u>	<u>Class of Stock</u>
100	\$ 10.00	Common

All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be: 8347 NW 68 ST
Miami FL 33166

ARTICLE SIX

The name and Florida street address of the initial registered agent are Edgar Leal , 8347 NW 68 ST
Miami, Fl 33166

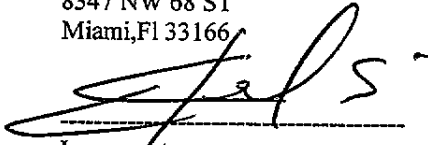
ARTICLE SEVEN

The name and address of the incorporator to these Articles of Incorporation are:

Name: Edgar Leal

Mailing Address: 8347 NW 68 ST
Miami, Fl 33166

Signature:


Incorporator

ARTICLE EIGHT

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

GIUSEPPE LAMBOGLIA LEAL
8347 NW 68 ST
MIAMI,FLORIDA 33166

PRESIDENT

32%

DANTE LAMBOGLIA LEAL
8347 NW 68 ST
MIAMI,FLORIDA 33166

VICE-PRESIDENT

32%

GIUSEPPE LAMBOGLIA CANTISANO
8347 NW 68 ST
MIAMI,FLORIDA 33166

GENERAL MANAGER

31%

EDGAR A LEAL NOVOA
8347 NW 68 ST
MIAMI,FLORIDA 33166

SECRETARY

5%

ARTICLE NINE

The private property of the shareholders shall not be subject to the payment of the corporate debts of any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

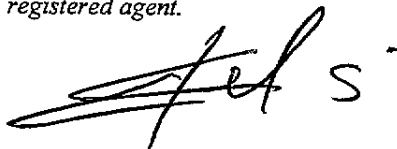
ARTICLE TEN

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

ARTICLE ELEVEN

Each Shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in the corporation that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of the notice from the corporation.

Having been named as registered agent and to accept service of process for the above stated corporation and the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

Date