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125 HYPOLUXO ROAD
LANTANA (HYPOLUXO), FLORIDA 33462-4506

September 23, 2002

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Department of State
Division of Corporation
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

600008134716--7
-10/01/02--01044--018
****105.00 *****78.75

Re: Filing Corporation
OCEAN AVENUE PIZZA, INC.

Dear Sir:

Enclosed for filing is the original Articles of Incorporation for the above named corporation.

Also enclosed is a check for \$105.00 to cover the Following fees:

Filing	\$35.00
Registered Agent	35.00
Certified Copy	8.75
Stock	<u>26.25</u>
	105.00

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02 OCT - 1 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy to this office.

Thank you for your cooperation in this matter,

Very Truly Yours,


David D...Centola

DDC/as

Bm 10/4

**ARTICLES OF INCORPORATION
FOR
OCEAN AVENUE PIZZA, INC.**

I, THE UNDERSIGNED INCORPORATOR, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Article of Incorporation providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

I

The name of the corporation shall be:

OCEAN AVENUE PIZZA, INC.

II

The Corporation is formed for the following purposes:

1. To maintain, operate, and conduct a business specializing in pizza and other Italian foods..
2. To maintain, operate and conduct a business to buy, sell, and deal in canned goods, cheeses, spices, meats, fancy food stuff, and every other thing commonly associated in a store or business of similar nature.
3. To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature and description.
4. To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature and description, especially ones directed to ethnic foods and more especially ones directed to Italian foods.
5. To purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute and otherwise generally deal in any and all articles of food, food products, groceries, dairy products, wines, liquors, beverages of all kind, meat, and meat products, vegetables and vegetable products, including herbs and spices, provisions, produce, poultry, fish, game, and food supplies of allkind, both at wholesale and retail.

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6. To do such other things as are incidental, proper, and necessary in the furtherance of said businesses and in the carrying out any and all of its purposes.

7. To make, execute, and receive contracts or assignments or delegations of contracts or relating thereto or connected with the business of this Corporation.

8. To purchase, own, hold, and sell property, improved or unimproved; or any interest therein or easement thereon.

9. To generally carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

10. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledges, sell, assign, and transfer or to otherwise dispose of, and to invent, trade and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

11. To buy, sell, manufacture, repair, alter, and exchange, let or hire, export; and deal in all kinds of articles and things which may be required for the purpose of any of the said business, or commonly supplied or dealt in by persons engaged in any such business; or which may seem capable of being profitably dealt with in connection with any of the said businesses.

12. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchise, and contracts of every kind; to cause or be formed, to promote and aid in any way in the formation of any corporation, domestic or foreign.

13. To borrow money and contract debts, when necessary, for the transaction of its business or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness payable at specified time or times; or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired; or for any of the objects or purposes of the Corporation or for any of the objects of its business. To secure the same

by mortgages, or deed(s) of trust or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation now or hereafter authorized; upon such terms and conditions as shall be fixed by the Board of Directors to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes, and other obligations in such manner and upon such terms as the Board of Directors may deem, judicious subject however, to the provisions of Article XII thereof.

14. To have one or more offices; to conduct its business and promote its objects within the State of Florida, in other states, the District of Columbia, all territories in the possession and dependency of the United States, and in foreign countries, without restriction as to place or amount.

15. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the purposes, objects or the furtherance of any of the powers enumerated in this Articles of Incorporation or any amendment thereof, necessary or incidental, to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes of the attainment or the objects or the furtherance of such purposes or objects of the corporation, whether or not such business contracts or relating thereto or connected with the business of this Corporation.

16. To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this Corporation; and to do all things specified in Florida General Corporations Act; and to

have and to exercise all powers conferred by the laws of the State of Florida on corporation formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may be at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed and powers shall be liberally construed in aid of the powers of this corporation; and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any terms or provision of any other clause and shall be regarded not only as independent purposes but the purposes and powers stated shall be constructed distributively as each object expressed; and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of and in addition to and not in limitation of any said general power.

III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is SEVENTY-FIVE HUNDRED (7500) shares of Common Stock, ONE DOLLAR (1.00) per value. This number may be increased by amendment to this Article.

IV

The whole or any part of the capital stock of said corporation shall be payable in lawful money of the United States of America or property, labor, or services at a just valuation to be fixed by the Directors or shareholders.

V

The initial principal place of business of said Corporation is:

412 E. Ocean Avenue
Boynton Beach, Florida 33435

VI

The Corporation shall have perpetual existence.

VII

The names and street addresses of the first Board of Directors, who, subject to the provisions of this Articles of Incorporation, the By-Laws of this Corporation, and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

JOSE MERCADO
President/Secretary/Treasurer
114 N. E. 20th Avenue
Boynton Beach, Florida 33435

VIII

The names and street addresses of each subscriber of these Articles of Incorporation is as follows:

JOSE MERCADO
114 N. E. 20th Avenue
Boynton Beach, Florida 33435

IX

All officers agents and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determine by the Board of Directors. Any person may hold two or more offices.

X

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred on stockholders herein are granted subject to this reservation.

XI

The resident Agent and the street address of the office, place of business or location for service of process within this state is as follows:

JOSE MERCADO
114 N.E. 20TH Avenue
Boynton Beach, Florida 33435

XII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors, when elected, are expressly authorized:

1. Subject to the By-Laws; if any, to make, alter, amend, or repeal the By-Laws of the Corporation.

2. Both stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Florida, to have one or more offices and keep the books of the corporation, subject to the provisions of the laws of the State of Florida, within or without the State of Florida at such place as may from time to time be designated by the Board of Directors.

3. No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a director or officer of such other Corporation, and director or directors individually or jointly, may be a party or parties to; or may be interested in any such contract or transaction of the corporation or in which the Corporation is interested, and no contract, act, or transaction of the Corporation with any person or persons, firm or corporation; or in way connected with such person or persons, firm or corporation. Each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association corporation in which he may be anywise interested. Any director of

the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, as subscribing incorporator, have hereunto set her hand and seal this 19th day of September, 2002, for the purpose of forming this incorporation, and certify that the facts herein stated are true.

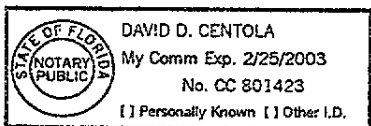



JOSE MERCADO

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, personally appeared JOSE MERCADO and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledges before me that she executed the same freely and voluntarily for the purpose herein stated.

WITNESS My hand and Official Seal here in the aforementioned county and state this 19th day of September, 2002.




Notary Public

**ACCEPTANCE OF DESIGNATION
OF**

RESIDENT AGENT

The undersigned, named as Resident Agent in the Articles of Incorporation of OCEAN AVENUE PIZZA, INC., accept the designation of Resident Agent and agree to perform those duties until removed by the Board of Directors of said Corporation.

Dated at Hypoluxo, Palm Beach County, Florida, this 19th day of September, 2002.


JOSE MERCADO

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02 OCT -1 AM 9:24
SECOND DEPT. OF STATE
TALLAHASSEE, FLORIDA