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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FLORIDA PROFIT CORPORATION OR P.A.
CARMELA'S BRICK OVEN PIZZA, INC.

| | |
|-----------------------|---------|
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ARTICLES OF INCORPORATION
OF
CARMELA'S BRICK OVEN PIZZA, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **CARMELA'S BRICK OVEN PIZZA, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **2311 E. Ocean Blvd., Stuart, FL 34994.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-thousand (1,000) shares having a par value of (1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Leonard Rutland, Jr., Esquire, 759 South Federal Highway, Suite 303, Stuart, FL 34994.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial of Director of the corporation is **Robert Fatigate, 2311 E. Ocean Blvd., Stuart, FL 34994.**

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 23rd day of October 2002.

"Capital Connection, Inc. by Leilani White, Client Representative"

Leilani White

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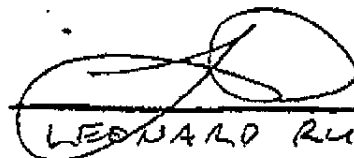
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: CARMELA'S
BRICK OVEN PIZZA, INC.

2. The name and street address of the registered agent and office is: LEONARD RUTLAND, JR., ESQUIRE
759 So. FED. HWY. SUITE 303
STUART FL 34994

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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.


LEONARD RUTLAND, JR.

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