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HARVEY H. HARLING
Counsellor at Law

Harvey H. Harling

Admitted to Practice in
Florida and Massachusetts
Florida Supreme Court Certified
County Court & Family Mediator

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November 25, 2002

STATE OF FLORIDA
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Attention: Secretary of State

Reference: Incorporation of CITY PIZZA OF WEST PALM BEACH, INC.

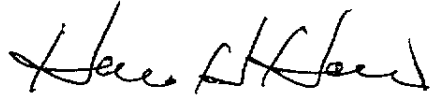
Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$78.75 for filing fees.

Please file the original and return a stamped copy.

Thank you for your prompt attention and assistance in this matter.

Sincerely,



Harvey H. Harling
HHH:ad
Enclosures
cc: client

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STATE
FLORIDA

ARTICLES OF INCORPORATION
OF
CITY PIZZA OF WEST PALM BEACH, INC.

ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is **CITY PIZZA OF WEST PALM BEACH, INC.**

The address of the principal office is 632 Hibiscus Road Suite 110 West Palm Beach, FL
33401

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are
filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of operating an Italian Restaurant and
Pizzeria to the general public, and for transacting any or all lawful business permitted by
statute.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having \$1.00
par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433 and the name of the initial registered agent of this corporation at that address is Harvey H. Harling.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The name and address of the initial director(s) of this corporation are:

LIRIM JAKUPI 5004 Elpine Way Palm Beach Gardens, FL 33418	Director
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ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS

The name and street address of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

LIRIM JAKUPI 5004 Elpine Way Palm Beach Gardens, FL 33418	President, Secretary Treasurer Director
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ARTICLE 8 - INCORPORATOR

The name and address of the person signing these articles is: HARVEY H. HARLING, Esquire 7000 W. Palmetto Park Road, Suite 404, Boca Raton, FL 33433.

ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite their names:

LIRIM JAKUPI

1,000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE 11 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - INDEMNIFICATION

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

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this 25 day of November 2002

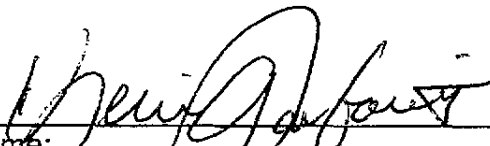


HARVEY H. HARLING

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of November, 2002 by Harvey H. Harling, who is personally known to me or who has shown _____ as identification, and who did take an oath.


Name: _____
Notary Public - State of Florida
Commission No. _____
My commission expires: _____



**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT OF
CITY PIZZA OF WEST PALM BEACH, INC.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned 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: **CITY PIZZA OF WEST PALM BEACH, INC.**
2. The name and address of the registered agent and office is: **HARVEY H. HARLING, 7000 West Palmetto Park Road, Suite 404, Boca Raton, Florida 33433.**


HARVEY H. HARLING,
Incorporator

Dated: Nov. 25, 2002

Having 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.

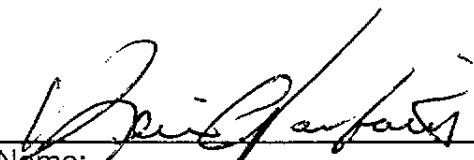

HARVEY H. HARLING

Dated: 11/25/02

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this ____ day November , 2002 by Harvey H. Harling, who is personally known to me and who did take an oath.


Name: _____
Notary Public - State of Florida
Commission No.: _____
My commission expires: _____

