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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Law Offices

John Paul Howard

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March 31, 2003

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

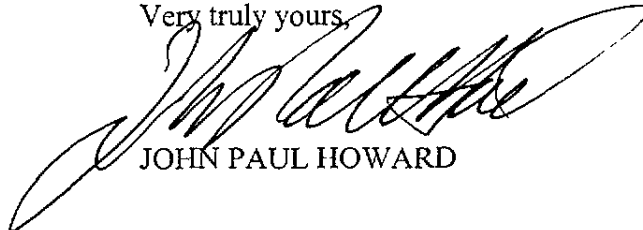
RE: The N.Y. Brick Oven Pizzeria, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for The N.Y. Brick Oven Pizzeria, Inc. together with the Certificate of Designation - Registered Agent/Registered Office.

In addition, one check in the sum of \$78.75 is enclosed to cover the cost of the filing fee of \$70.00 and certified copy in the amount of \$8.75.

Very truly yours,



JOHN PAUL HOWARD

JPH/dp
Enclosures

ARTICLES OF INCORPORATION
OF
THE N.Y. BRICK OVEN PIZZERIA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is THE N.Y. BRICK OVEN PIZZERIA, INC. and its principal place of business shall be located at 2225-B County Road 220, Middleburg, Florida 32068.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of common stock at no par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2225-B County Road 220, Middleburg, Florida 32068, and the name of the initial registered agent of this corporation at that address is WILLIAM FILANCIA.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until his successor shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
WILLIAM FILANCIA	1717 County Road 220 Apartment 207 Orange Park, FL 32068

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
WILLIAM FILANCIA President	1717 County Road 220 Apartment 207 Orange Park, FL 32068
WILLIAM FILANCIA Secretary/Treasurer	1717 County Road 220 Apartment 207 Orange Park, FL 32068

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
WILLIAM FILANCIA	1717 County Road 220 Apartment 207 Orange Park, FL 32068

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 31, 2003.


WILLIAM FILANCIA

Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT

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UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that THE N.Y. BRICK OVEN PIZZERIA, INC., desiring to organize or qualify under the laws of the State of Florida, has named WILLIAM FILANCIA, located at 2225-B County Road 220, Middleburg, FL 32068, as its agent to accept service of process within Florida.

Dated: March 31, 2003.


WILLIAM FILANCIA

Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: March 31, 2003.


WILLIAM FILANCIA

Registered Agent