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(Requestor's Name)

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(City/State/Zip/Phone #)

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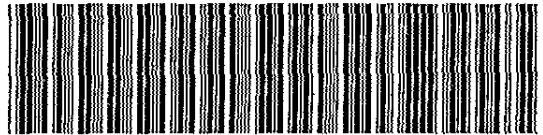
(Business Entity Name)

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SCHEIDT & STATE
TALLAHASSEE, FLORIDA

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9/8/03

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August 29, 2003

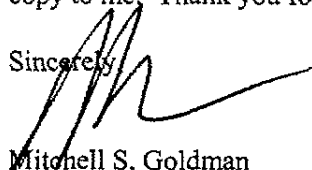
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: Franco's Pizza & Pasta, Inc.

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for the above proposed Florida corporation, together with my check in the amount of \$78.75, for payment of the incorporation fee. Please file the enclosed Articles and return a certified copy to me. Thank you for your assistance in this matter.

Sincerely,



Mitchell S. Goldman

MSG:kep
Enclosures

EFFECTIVE DATE

8-29-2003

**ARTICLES OF INCORPORATION
OF
FRANCO'S PIZZA & PASTA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **FRANCO'S PIZZA & PASTA, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: MITCHELL S. GOLDMAN, 96 Willard Street, Suite 302, Cocoa, Florida 32922.

The principal office of the corporation is as follows: 2295 S. U.S. 1, Rockledge, Florida, 32955.

ARTICLE VI
Directors

Section 6.1 Number. This corporation shall have one director (1) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and street address of the initial director of the corporation is:

NAME
GIANFRANCO ZABARONI

STREET ADDRESS
2295 S. U.S. 1
ROCKLEDGE, FLORIDA 32955

ARTICLE VII
Incorporator

The name and street address of the incorporator of this corporation is:

NAME
MITCHELL S. GOLDMAN

STREET ADDRESS
96 Willard Street, Suite 302
Cocoa, Florida 32922

ARTICLE VIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 29 day of August, 2003.


MITCHELL S. GOLDMAN

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29 day of August, 2003, by Mitchell S. Goldman, to me personally known.

My Commission Expires:


NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091, 607.034, the following is submitted:

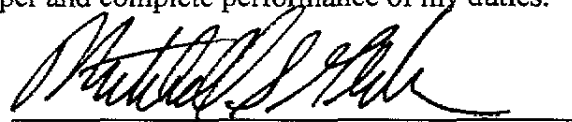
FRANCO'S PIZZA & PASTA, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Mitchell S. Goldman as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 96 Willard Street, Suite 302, Cocoa, Florida 32922.



MITCHELL S. GOLDMAN

DATED: August 29, 2003

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MITCHELL S. GOLDMAN

DATED: August 29, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA