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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PIZZA BOYS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be PIZZA BOYS, INC. The address of the principal office of this corporation shall be 320 NE 38<sup>th</sup> Street, Oakland Park, FL 33309.

**ARTICLE II  
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of PIZZA BOYS, INC. shall be perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which PIZZA BOYS, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of PIZZA BOYS, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV  
AUTHORIZED SHARES

The aggregate number of shares that PIZZA BOYS, INC. is authorized to issue is 200. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V  
PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of PIZZA BOYS, INC. is 320 NE 38<sup>th</sup> Street, Oakland Park, FL 33309 and the name of its initial Registered Agent at such address is LUIZ C. ORICCHIO.

ARTICLE VI  
OFFICERS AND DIRECTORS

The number of Directors of PIZZA BOYS, INC. shall not be less than one (1) and the number of directors constituting the initial Board of Directors of PIZZA BOYS, INC. is two (2). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of PIZZA BOYS, INC. is as follows:

Luiz C. Oricchio  
320 NE 38<sup>th</sup> Street  
Oakland Park, FL 33305

Director/President/  
Secretary/Treasurer

David Quick  
320 NE 38<sup>th</sup> Street  
Oakland Park, FL 33305

Director/Vice-President

ARTICLE VII  
INCORPORATOR

The Incorporators of PIZZA BOYS, INC. are Luiz C. Oricchio and David Quick, whose address is 320 NE 38<sup>th</sup> Street, Oakland Park, FL 33305.

## ARTICLE VIII CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or distribute them on the same principal among as many candidates as he shall think fit.

## ARTICLE IX ~~PRE~~EMPTIVE RIGHTS

Each shareholder of PIZZA BOYS, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of PIZZA BOYS, INC. convertible into or carrying a right to subscribe to or acquire share of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

## ARTICLE X ~~CHANGE~~ OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of PIZZA BOYS, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of PIZZA BOYS, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of PIZZA BOYS, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

## ARTICLE XI SHAREHOLDERS AGREEMENTS


Notwithstanding the provisions of these Articles of Incorporation, the shareholders of PIZZA BOYS, INC. and the Corporation shall have the power to enter into an agreement or agreements that relate to any phase of the affairs of PIZZA BOYS, INC. The provisions of said agreement may include, but shall not be limited to, the following:

- A. The voting of shares in PIZZA BOYS, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected ~~Directors and/or Officers of the Corporation.~~
- B. The limitation of the business affairs of PIZZA BOYS, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of PIZZA BOYS, INC. and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in PIZZA BOYS, INC.
- E. The right and power of PIZZA BOYS, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. PIZZA BOYS, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporators on this 20 day  
of October, 2003.

  
LUIZ C. ORICCHIO

  
DAVID QUICK

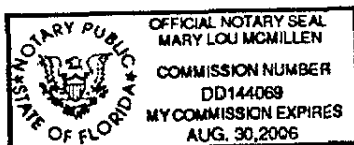
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared LUIZ C. ORICCHIO and DAVID QUICK, well known to me to be the Incorporators of PIZZA BOYS, INC., and they acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

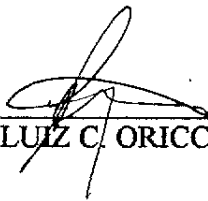
WITNESS my hand and official seal in the State and County aforesaid  
this 20<sup>th</sup> day of October, 2003.

  
Mary Lou McMillen

My Commission Expires:



I, LUIZ C. ORICCHIO, having been appointed registered agent of PIZZA BOYS, INC., do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 20<sup>th</sup> day of October, 2003.

  
LUIZ C. ORICCHIO

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