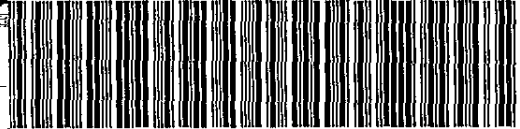


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Ruz C. Arce
814 Hallowell Circle
Suite #1
Orlando, FL 32828-8660



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ARTICLES OF INCORPORATION

OF

MEL'S PIZZERIA, INC.

FILED
2004 JUL 12 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

MEL'S PIZZERIA, INC.

ARTICLE II

NATURE OF BUSINESS

The general character of nature of the business to be transacted by this corporation, is to transact any and all lawful business for which corporations may be incorporate under the Florida General Corporation, specializing in food service.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time, is four hundred (400) shares of common stock, each share having the par value of one dollar (\$1.00) currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least, equivalent to the full par value of the stocks to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV

PREEMPTIVE RIGHTS

In the event that any authorized, but un-issued stock, is to be issued , or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation, outstanding at the time such authorized, but un-issued tock, such new class of stock, or such increase if offered for subscription of such bonds, notes debentures, or other securities convertible into stock, before the same if offered for public subscription or sale, must be offered first to the actual Stockholders, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation is to be:

**814 HALLOWELL CIRCLE
NO. #1
ORLANDO, FLORIDA 32828-8660**

The Board of Directors may, from time to time, designed such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-Laws, but number of Directors shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and street addresses of the Board of Directors, the President and Vice President, who shall hold office during the first year of the corporation's existence or until their successors are duly elected and have qualified, are as follows:

DIRECTOR

NAME

Luz C. Arce

ADDRESS

814 Hallowell Circle
Suite No. #1
Orlando, FL. 32828-8660

OFFICERS

NAME

Luz C. Arce

TITLE

President

ADDRESS

814 Hallowell Circle.
Suite No. #1
Orlando, FL 32828-8660

Melvin Cortes

V. President

814 Hallowell Circle.
Suite No. #1
Orlando, FL. 32828-8660

Francette M. Cortes

Treasurer

814 Hallowell Circle
Suite No. #1
Orlando, Fl. 32828-8660

ARTICLE IX

The name and street address of the incorporator of these Articles of Incorporation is:

**LUZ C. ARCE
814 HALLOWELL CIRCLE
NO. #1
ORLANDO FLORIDA 32828-8660**

ARTICLE X

CONFLICT OF INTEREST

No contract between this corporation and other corporation or another individual shall be invalidated solely by the reason of the fact, that one or more of the officers or directors of the same other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contract with this corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be at:

**814 HALLOWELL CIRCLE
NO. #1
ORLANDO, FLORIDA 32828-8660**

The board of Directors may, from time to time, designed such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XIII

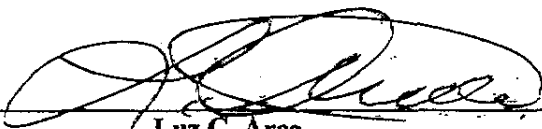
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer, and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for, shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 07 day of July, 2004


Melvin Cortes


Luz C. Arce
Registered Agent/Incorporator

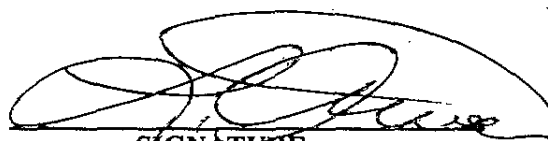
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & REGISTERED OFFICE**

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 agent and registered office, in the State of Florida


- 1) The name of the corporation is:
MEL'S PIZZERIA, INC.
- 2) The name and address of the registered agent and office is:
**LUZ C. ARCE
814 HALLOWELL CIRCLE
NO. #1
ORLANDO, FLORIDA 32828-8660**

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TALLAHASSEE FLORIDA

FILED


SIGNATURE
President
TITLE
7/8/04
DATE

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.


SIGNATURE
7/8/04
DATE