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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

mama rea's pizza, inc.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

10-20-04

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ARTICLES OF INCORPORATION

5

OF

MAMA REA'S PIZZA, INC.

THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA AND STATES AS FOLLOWS:

ARTICLE I
NAME

THE NAME OF THIS CORPORATION IS:

MAMA REA'S PIZZA, INC.

ARTICLE II
PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION IS:

1320 WEST DREW STREET
LANTANA, FLORIDA 33462

ARTICLE III
DURATION

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION, AND CONTINUE IN EXISTENCE PERPETUALLY THEREAFTER.

ARTICLE IV
PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PRIMARY PURPOSE OF THE PREPARATION AND SALE OF PIZZAS, SUBS, SALADS, CHICKEN WINGS, AND RELATED PRODUCTS, AND ALL THINGS NECESSARY AND RELATED THERETO FOR THE LAWFUL PURSUIT NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR THE PURPOSE OR THE ATTAINMENT OF THE OBJECTS OR THE FURTHERANCE OR SUCH PURPOSES OR OBJECTS OF THE CORPORATION; AND TO EXERCISE THOSE POWERS, RIGHTS AND PROCEDURES SET FORTH IN CHAPTER 607, FLORIDA STATUTES, FLORIDA GENERAL CORPORATION ACT, AND OF THE PURPOSES OF TRANSACTING ANY AND ALL LAWFUL BUSINESS. THE FOREGOING PARAGRAPH SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND PURPOSES OF THE CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF

GEORGE D. PBOINGS, P.A.
1855 PALM BEACH LAKES BLVD., SUITE 108
WEST PALM BEACH, FL 33401
FLORIDA BAR #339857
(561-640-9010)

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TALLAHASSEE, FLORIDA

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SPECIFIC PURPOSES SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE PURPOSES OF THE CORPORATION OTHERWISE PERMITTED BY LAW.

THE FOREGOING PARAGRAPH SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND PURPOSES OF THE CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING ENUMERATION OF SPECIFIC PURPOSES SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE PURPOSES OF THE CORPORATION OTHERWISE PERMITTED BY LAW.

ARTICLE V
CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE A MAXIMUM OF 100 SHARES OF A COMMON CLASS STOCK HAVING \$.10 PAR VALUE PER SHARE.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

1320 WEST DREW STREET
LANTANA, FLORIDA 33462

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

RICHARD EARNEST

ARTICLE VIII
INCORPORATOR

THE NAME AND MAILING ADDRESS OF THE UNDERSIGNED INCORPORATOR SIGNING THESE ARTICLES OF INCORPORATION IS:

RICHARD EARNEST
1320 WEST DREW STREET
LANTANA, FLORIDA 33462

ARTICLE IX
AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO. BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS, ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

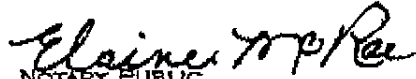
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES
OF INCORPORATION THIS 19 DAY OF OCTOBER, 2004.



RICHARD EARNEST

STATE OF FLORIDA
COUNTY OF PALM BEACH

19th THE FOREGOING ARTICLES OF INCORPORATION WERE ACKNOWLEDGED BEFORE ME THIS
DAY OF OCTOBER, 2004, BY RICHARD EARNEST AS INCORPORATOR, WHO IS PERSONALLY
KNOWN TO ME/WHO HAS PRODUCED Florida Driver License AS IDENTIFICATION
AND WHO DID/DID NOT TAKE AN OATH.


NOTARY PUBLIC
PRINTED NAME: Elaine McRae
MY COMMISSION EXPIRES:



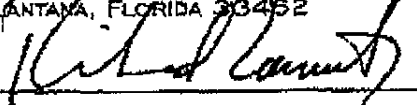
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CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR MAMA REA'S PIZZA, INC. AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION, I AGREE TO ACT IN THIS CAPACITY AND TO COMPLY WITH THE PROVISIONS OF SECTION 607.0505 OF THE FLORIDA STATUTES.

DATED THIS 19 DAY OF OCTOBER, 2004.

RICHARD EARNEST
1320 WEST DREW STREET
LANTANA, FLORIDA 33462


REGISTERED AGENT

18802000H04