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405-40424

MONTELLO & FRIEDMAN, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131

Telephone: (305) 373-0300
Facsimile: (305) 373-3739

August 24, 2005

VIA FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: N.I.C.K., Inc. (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Incorporation along with our check for \$70.00 in payment of the filing fee. Please return the filed articles of incorporation to us. If you have any questions, please call us.

Sincerely,

A handwritten signature in black ink, appearing to read "Louis R. Montello", written over a horizontal line.

Louis R. Montello

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 26, 2005

MONTELLO & FRIEDMAN, P.A.
ATTN: LOUIS R MONTELLO
777 BRICKELL AVE, SUITE 1070
MIAMI, FL 33131

SUBJECT: N.I.C.K., INC.
Ref. Number: W05000040424

We have received your document for N.I.C.K., INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filings Section

Letter Number: 305A00054123

**ARTICLES OF INCORPORATION
OF
N.I.C.K.'S PIZZA PARLOR, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

Name

The name of the corporation is N.I.C.K.'s Pizza Parlor, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified, are:

Christopher Cicalese
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

Kathryn Cicalese
777 Brickell Avenue, Suite 1070
Miami, Florida 33131

ARTICLE VI

Incorporator

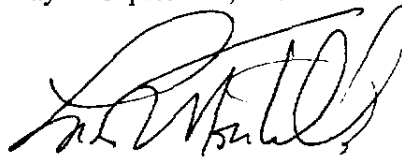
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131.

ARTICLE VII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of September, 2005.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of N.I.C.K.'s Pizza Parlor, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

September 2, 2005



Louis R. Montello,
Registered Agent

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