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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

new york pizzeria & italian restaurant, inc.

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**ARTICLES OF INCORPORATION
OF
NEW YORK PIZZERIA & ITALIAN RESTAURANT, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I
Name**

The name of the Corporation is Ferrari's Pizza, Inc.

**Article II
Duration**

The term of existence of the Corporation is perpetual.

**Article III
Nature of Business**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**Article IV
Capital Stock**

The aggregate number of shares which the Corporation has the authority to issue is 100, all of which shall be common shares having the par value of Ten Dollar (\$10.00) per share.

**Article V
Preemptive Rights Granted**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury share.

**Article VI
Registered Office**

The street address of the initial registered office of the Corporation is:

20081 S.W. 127 Avenue
Miami, Florida 33177

The name of the registered agent at such address is:

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Carlo Rocchetti

**Article VII
Principal Office**

20081 S.W. 127 Avenue
Miami, Florida 33177

The initial street address of the principal office of the Corporation in the State of Florida is:

**Article VIII
Officers and Directors**

| | |
|-----------------|----------------|
| Carlo Rocchetti | President |
| Ruben Mirarchi | Vice President |

**Article IX
Incorporator**

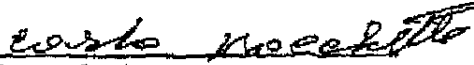
The name and address of the incorporator is:

Carlo Rocchetti
20081 S.W. 127 Avenue
Miami, Florida 33177

**Article X
Indemnification**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of October, 2005.


Carlo Rocchetti
Incorporator

Having been named to accept service of process Ferrari's Pizza, Inc. at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Print Name: Carlo Rocchetti

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IN WITNESS WHEREOF, the undersigned incorporates have hereunto set their hands and affix their seals on this 17 day of OCTOBER, 2005.

Jorge C. Romero (Romero Jorge)
Melina Romero Heloan
Patricia Garcia (Patricia Garcia)

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned, having been named in the foregoing Articles of Incorporation of:
ROMERO JORGE ADAN 3360 NW 11 PL #103 MIAMI FL 33127
 To accept service of process, hereby accepts such designation.

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

Jorge C. Romero

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared:

To me well known and known to me to be the persons described in, whom after first being duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand official seal, at Miami, said County and State, this 17 day of OCTOBER, 2005

EMMA DEPTA
 Notary Public, State of Florida
 My Comm. Expires Sept. 29, 2007
 No. DD254159

[Signature]
 Notary Public
 State of Florida at Large

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