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TALLAHASSEE, FLORIDA  
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LAW OFFICES  
**SALVATORE D. DEFELICE**

ATTORNEY AND COUNSELOR AT LAW

2637 NORTH ANDREWS AVENUE  
FORT LAUDERDALE, FLORIDA 33311

TELEPHONE (954) 563-3388  
FAX (954) 561-9700

November 14, 2005

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

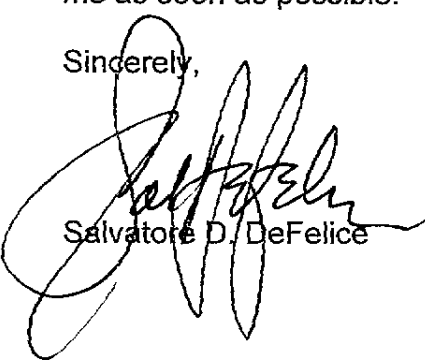
**RE: PIZZA MARKET, INC.**

Gentlemen:

Enclosed please find one original and two copies of the Articles of Incorporation for the above-captioned corporation along with my Trust Account Check for \$87.50 for the filing fee (\$70.00) and cost of two certified copies (\$8.75 ea).

I would appreciate your returning the certified copies of the Articles of Incorporation to me as soon as possible. Thank you.

Sincerely,



Salvatore D. DeFelice

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 DEC -1 PM 12:01

The Undersigned natural person(s) competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize and incorporate a business for profit, with the corporate name as stated in ARTICLE XI.

**ARTICLE I - OBJECTS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE II - CAPITAL**

The amount of Capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE III - DURATION**

The duration of this corporation shall be perpetual. Corporate existence shall begin at the time of the subscription and acknowledgement hereof, provided that all of the requirements of the law are met.

**ARTICLE IV - ADDRESS**

The initial street address in this State of the principal office of the corporation shall be as stated in ARTICLE XI.

**ARTICLE V - NUMBER OF DIRECTORS**

The number of directors which this corporation shall have shall never be less than the minimum number required by law nor more than nine. The number may be increased or decreased as is authorized by the By-Laws.

**ARTICLE VI - DIRECTORS, OFFICERS AND SUBSCRIBERS**

The names and street addresses of the members of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are elected or appointed and have qualified and the name and street address of each subscriber, and a statement of the number of shares of stock which each agrees to take and the value of the consideration therefore are as stated in ARTICLE XIV.

## **ARTICLE VII - POWERS**

The Powers of the corporation are:

A. To have all of the Powers stated in Florida Statutes, Chapter 607, applicable to this corporation as are now and/or hereafter conferred upon it by law.

B. Establish Plans, such as but not limited to, pension-profit sharing, wage continuation, medical care, accident and health and Group Term Insurance.

C. To request changes in the Certificate of Incorporation of the corporation at any time pursuant to Law.

D. To change the street address in this State of the principal office of the corporation and to establish other locations for corporate operations, from time to time, pursuant to the By-Laws, and without the necessity of amending the Certificate of Incorporation.

E. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of corporate services.

F. To purchase and acquire in accordance with law and the By-Laws, any or all of its shares owned and held by any person or entity who desires to sell, transfer, or otherwise dispose of said shares.

G. To purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholder quorum or vote.

H. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

I. To make provision in such instruments for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring title shall have the

same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by the corporation executing the instrument or contracting the debt.

J. To make gifts for education, scientific or charitable purposes.

K. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint venture, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others, so long as the particular corporation, person or association would have power to do so alone.

L. To indemnify any person made a party to an action by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

M. To declare dividends payable in cash or stock to the shareholders of record from capital surplus as well as earned surplus.

N. To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

O. To elect to issue Stock in this corporation, pursuant to a Plan to issue said Stock, eligible for special Income Tax treatment, in accordance with the provisions of Section 1244 of the Internal Revenue Code and Regulations thereunder, referred to as "Small Business Corporation Stock."

P. To elect to be treated as a "Small Business Corporation" for purposes of filing Information Returns and reporting Stockholder Income, in accordance with the provisions

of Sections 1371 through 1378 of the Internal Revenue Code and Regulations thereunder, referred to as "Sub-Chapter S Election."

Q. To do all and everything necessary and proper for the accomplishment of the OBJECTS enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the OBJECTS of the corporation whether or not such business is similar in nature to the OBJECTS enumerated in its Certificate of Incorporation.

R. Each and every foregoing clause shall be construed as a PURPOSE, as an OBJECT, and as a POWER and it is hereby expressly provided that the foregoing enumeration of specific POWERS shall not be held to limit or restrict any other POWERS granted or implied by Law.

#### **ARTICLE VIII - CONFLICT OF INTEREST**

Provided due notice is given to this corporation:

A. No Contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.

B. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

C. No contract, or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

#### **ARTICLE IX - REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the street address of the initial Registered Office of this corporation and the name of the initial Registered Agent of this corporation are set forth in Article XIV of these Articles of Incorporation. The Registered Agent shall accept service of process within the state, on behalf of the corporation, at such designated location, and shall comply with the provisions of said action relating to the duties and obligations of the Registered Agent.

#### **ARTICLE X - GENERAL**

A. Unless otherwise stated in the By-Laws, every Stockholder who has the right to vote, shall have the right to vote in person or by proxy.

B. Unless otherwise provided in the By-Laws, no Stockholder shall have a preemptive right to purchase his pro rate share of new stock.

C. Unless otherwise provided in the By-Laws, cumulative voting shall not be permitted.

#### **ARTICLE XI - NAME AND ADDRESS**

- A. Name: **PIZZA MARKET, INC.**  
B. Address: **1055 SOUTH CONGRESS AVENUE, DELRAY BEACH, FLORIDA**

#### **ARTICLE XII - SPECIFIC PURPOSE**

The corporation shall engage in and conduct the general business of any or all lawful business permitted under the law of the State of Florida.

#### **ARTICLE XIII - AUTHORIZED CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding shall be 500 shares of \$1.00 par value common voting stock.

#### **ARTICLE XIV - NAME AND ADDRESS REGISTERED AGENT**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN, FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT **PIZZA MARKET, INC.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF **DELRAY BEACH**, STATE OF FLORIDA, HAS NAMED **SAID DAHROUCH**, REGISTERED AGENT, LOCATED AT **1105 NE 127 STREET, NORTH MIAMI, FLORIDA 33161**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**SAID DAHROUCH  
1105 NE 127 STREET  
NORTH MIAMI, FL 33161**

**PRESIDENT, VICE PRESIDENT  
SECRETARY AND TREASURER**

SIGNATURE:   
SAID DAHROUCH, Corporate Officer

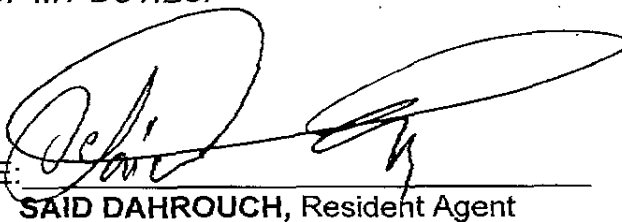
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 DEC -1 PM 12:01

TITLE: PRESIDENT

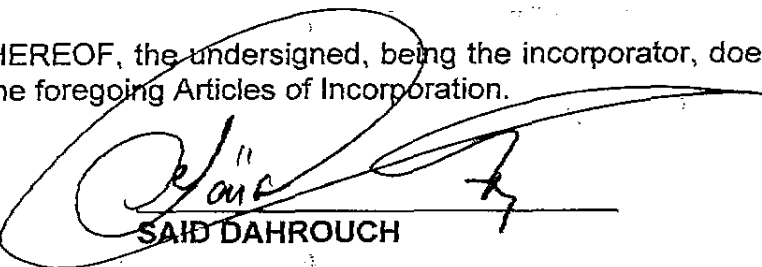
DATED this 14 day of November 2005.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:   
SAID DAHROUCH, Resident Agent

DATED this 14 day of November 2005.

IN WITNESS WHEREOF, the undersigned, being the incorporator, does hereby subscribe my name to the foregoing Articles of Incorporation.

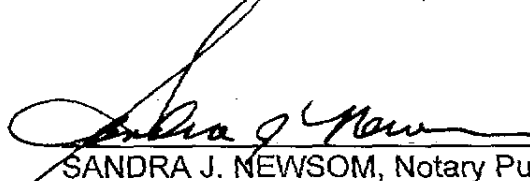
  
SAID DAHROUCH



STATE OF FLORIDA  
COUNTY OF BROWARD

Before me, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared **SAID DAHROUCH**, who executed the foregoing Articles of Incorporation and who acknowledged before me that he signed the same for the purpose therein stated.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, on 14 day of November 2005.

  
SANDRA J. NEWSOM, Notary Public  
My Commission Expires:



Sandra J. Newsom  
Commission #DD262775  
Expires: Oct 28, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.