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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

**FLORIDA PROFIT/NON PROFIT
CORPORATION**

two guys pizzeria & bakery corp.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

9:25 AM.
Spoke w/ Mr. Bichara
Ref. to Inc. Signature (said it not needed)
P.01/04

EMPIRE CORP.

JAN-04-2005 09:55
1/1/2005 09:55

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(4)

ARTICLES OF INCORPORATION

OF

Two Guys Pizzeria & Bakery Corp.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Two Guys Pizzeria & Bakery Corp. and the initial address of this corporation shall c/o 1405 SW 107th Avenue, Suite 301-B, Miami, Florida 33174.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

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

Number of Shares Authorized 1,000
Par Value per Share \$ 1.00
Class of Stock Common

The consideration for all of the said stock shall be payable in cash or services.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V

The initial registered office of this corporation shall be at c/o 1405 SW 107th Avenue, Suite 301-B, Miami, Florida 33174, with the privilege of having its locations at other places within or without the State of Florida. The initial registered agent at that address shall be Miguel Millan.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

Miguel Millan c/o 1405 SW 107th Avenue, Suite 301-B, Miami, Florida 33174

ARTICLE VIII

The name and address of the Incorporator is Miguel Millan of c/o 1405 SW 107th Avenue, Suite 301-B, Miami, Florida 33174

ARTICLE IX

No contract or transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporation debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator, hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of January 2006.

Having been named Registered Agent for the above stated corporation at place designated in this certificate, I hereby accept service and agree to comply with the provision of said Act relative to keeping open said office.

Miguel Miran

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