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FLORIDA PROFIT/NON PROFIT CORPORATION

BROOKLYN PIZZA & PASTA, INC.

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ARTICLES OF INCORPORATION

OF

BROOKLYN PIZZA & PASTA, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is

BROOKLYN PIZZA & PASTA, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

5410 Murrell Road
Suite 209,
Viera, FL 32955

Prepared by:
Law Offices of Tracy Hauck, P.A.
730 East Strawbridge Avenue
Suite 202
Melbourne, Florida 32901
Fla. Bar No. 0091286

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ARTICLE III**CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to issue is 300 shares, all of which shall be Common Stock, having a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV**REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's initial registered office shall be 5410 Murrell Road, Suite 209, Viera, FL 32955, and the name of the initial registered agent for the Corporation at that address shall be Edward D'Anna.

ARTICLE V**TERM OF EXISTENCE**

This Corporation is to exist perpetually.

ARTICLE VI**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation are:

Name**Address**

Edward D'Anna

5410 Murrell Road, Suite 209
Viera, FL 32955

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ARTICLE VII

The names and officers of the Corporation are as follows:

President: Edward D'Anna

Directors: Edward D'Anna
Theresa Peragine
Teresa Rossicillo

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of March, 2006.


EDWARD D'ANNA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **BROOKLYN PIZZA & PASTA, INC.**, at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: March 14, 2006


EDWARD D'ANNA

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