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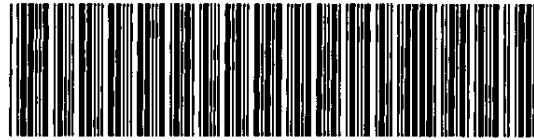
(Business Entity Name)

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2007 APR 26 PM 3:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 26 2007

## COVER LETTER

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

SUBJECT: Key West Pizza Company, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Mark R. Barrie  
Name (Printed or typed)

300 NE ELLER ST.  
Address

DEERFIELD BEACH, FL 33441  
City, State & Zip

561-998-3335  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

FILED

OF

2007 APR 26 PM 3:02

**Key West Pizza Company, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**  
**NAME and PRINCIPAL OFFICE**

The name of this corporation shall be Key West Pizza Company, Inc., and the principal place of business and mailing address of this corporation shall be:

300 NE ELLER ST.  
DEERFIELD BEACH FL 33441

**ARTICLE II**  
**DURATION**

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.

**ARTICLE III**  
**PURPOSE**

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

**ARTICLE IV**  
**CAPITALIZATION**

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

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
2,000,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at 300 NE ELLER ST. DEERFIELD BEACH, FL 33441 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Barbara M. Barrie.

**ARTICLE VI**  
**INITIAL DIRECTORS**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Mark R. Barrie, CEO	300 NE ELLER ST. DEERFIELD BEACH, FL 33441
Barbara M. Barrie CFO	300 NE ELLER ST. DEERFIELD BEACH, FL 33441

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is Mark R. Barrie, 4500 NW 28<sup>th</sup> Av, Boca Raton, FL 33484.

**ARTICLE VIII**  
**DIRECTOR CONFLICT OF INTEREST**

No contract or other 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 director 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 that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a 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 such director were not such a director or officer of such other corporation, or not so interested.

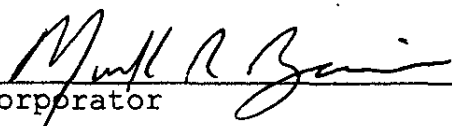
**ARTICLE IX**  
**NO SHAREHOLDER LIABILITY**

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

**ARTICLE X**  
**INDEMNIFICATION**

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

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before 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 that the facts herein stated are true, and hereunto set my hand this 22nd day of April, 2007.

  
\_\_\_\_\_  
Incorporator

**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 the laws of the State of Florida,  
Key West Pizza Company, Inc., desiring to organize or qualify  
under the laws of the State of Florida, with its principal place  
of business at 300 NE ELLER ST, DEERFIELD BEACH, FL 33441 State of Florida,  
33441 has named Barbara M. Barrie, 300 NE ELLER ST, DEERFIELD BEACH, FL  
State of Florida, 33441 , as its statutory Resident Agent to  
accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept  
service of process for the above corporation, at the place  
designated in this certificate, I hereby acknowledge that I am  
familiar with the obligations imposed upon a Registered Agent by  
Section 607.0505 of the Florida Statutes and I agree to accept  
the same and to act as Registered Agent, and to comply with the  
provisions of Florida law relative to keeping the registered  
office open.

  
\_\_\_\_\_  
Registered Agent

DATED: This 22nd day of April, 2007.