

98000013908
MITCHEL & ASSOCIATES, P.A.

ATTORNEYS AT LAW
2700 MUSEUM TOWER
150 WEST FLAGLER STREET
MIAMI, FL 33130

STEVEN J. MITCHEL

February 15, 1995

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
Kendall Mall Pizza Systems, Inc.

900001409499
-02/17/95--01097--010
***122.50 ***122.50

TELE (305) 375-9500
FAX (305) 375-9252
FEB 16 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$122.50, your fee for filing the attached Articles of Incorporation in the name of Kendall Mall Pizza Systems, Inc. Please forward to our office the Certificate of Incorporation.

Thank you in advance for your anticipated cooperation.

Very truly yours,

MITCHEL & ASSOCIATES, P.A.

Steven J. Mitchel/nmm

STEVEN J. MITCHEL

2/10/95

2/2 695A-7467

**ARTICLES OF INCORPORATION
OF
KENDALL MALL PIZZA SYSTEMS, 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 shall be:

KENDALL MALL PIZZA SYSTEMS, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

555 N.E. 15th Street
Suite 33 D
Miami, Florida 33132

**ARTICLE III
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way. The duration of the Corporation is perpetual.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock be fixed by the Board of Directors.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The Corporation's initial registered agent and registered office in the state of Florida shall be:

Steven J. Mitchel, Esq.
2700 Museum Tower
150 West Flagler Street
Miami, FL 33130

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

NAME

ADDRESS

Merrill Lamb

555 N.E. 15th Street
Suite 33 D
Miami, FL 33132

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the corporation, or until a successor is elected.

ARTICLE VII
INCORPORATORS

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

NAME

ADDRESS

STEVEN J. MITCHEL

2700 Museum Tower
150 West Flagler Street
Miami, FL 33130

ARTICLE VIII
AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.


STEVEN J. MITCHEL

STATE OF FLORIDA

COUNTY OF DADE

)
) ss
)

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95 FEB 16 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me personally appeared STEVEN J. MITCHEL to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposed therein expressed.

WITNESS my hand and official seal this _____ day of February, 1995.

NOTARY PUBLIC

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of KENDALL MALL PIZZA SYSTEMS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 14 day of February, 1995.



STEVEN J. MITCHEL
Registered Agent

This Document was Prepared by:
Mitchel & Associates, P.A.
2700 Museum Tower
150 West Flagler Street
Miami, FL 33130
(305) 375-9500
Florida Bar 999046

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