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LAW OFFICES OF
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RICHARD C. ENTIN
BARNARD D. CANARICK

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December 28, 1995

The Honorable Sandra Mortham
Secretary of State
The Capitol
Tallahassee, FL 32399

RE: SOUTHPORT PIZZA CORPORATION, INC.

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-01/09/96--01046--001
*****70.00 *****70.00

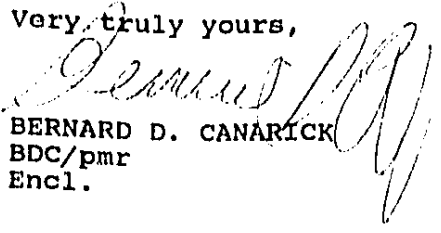
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above named corporation. I have enclosed my check payable to Secretary of State in the sum of \$70.00.

Please return the true copy of the Articles to my office by mail; however, I would appreciate you faxing confirmation of the filing to me once the Articles are filed.

Thank you for your assistance in this matter.

Very truly yours,


BERNARD D. CANARICK
BDC/pmr
Encl.

AL JAN 11 1995

ARTICLES OF INCORPORATION
OF

RECEIVED
CLERK OF THE CIRCUIT COURT
96 JAN 8 PM 3:44

SOUTHPORT PIZZA CORPORATION, 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. CORPORATE NAME.

The name of this corporation is: SOUTHPORT PIZZA CORPORATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation shall be: 1489 S.E. 17th Street, Fort Lauderdale, Florida 33301

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 8411 West Oakland Park Blvd., Suite 202, Sunrise, Florida 33351, and the initial Registered Agent of this Corporation is, Bernard D. Canarick, Esquire who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping on office open for service of process. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

FRANK CARBONE
1489 S.E. 17th Street
Fort Lauderdale, Florida 33301

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

FRANK CARBONE
1489 S.E. 17th Street
Fort Lauderdale, Florida 33301

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. INDEMNIFICATION.

This Corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 28 day of December, 1995.


FRANK CARBONE

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128 D. L. ... as proper identification.

Notary Public, State of Florida
at Large

PRISCILLA MOORE ROGERS
 COMMISSION # CC 188170
 EXPIRES AUG 13, 1999
 BONDED THRU
 ATLANTIC BONDING CO., INC.

Having been named to accept service of process for the above-stated corporation, at the place designated in Article V. of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

er, 1995.