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JEFFREY P. ORLAN, ESQ.
ATTORNEY AT LAW
ALSO MEMBER OF THE NEW YORK BAR

December 5, 1996

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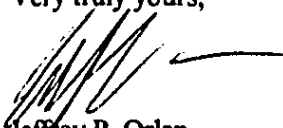
Secretary of State
Division Of Corporations
409 Gaines Street
Tallahassee, FL 32399

Dear Sir:

Enclosed for filing are two original copies of the Articles of Incorporation of Gourmet Pizza Express, Inc. and a check for \$122.50 covering the filing and certification fee. Please feel free to call should you have any questions or comments.

I appreciate your assistance in this matter.

Very truly yours,


Jeffrey P. Orlan

JPO/ap
Encl.

cc: Mr. Barry Ross, Sole Incorporator

FILED
96 DEC 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-26113

DEC 12 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1996

JEFFREY P. ORLAN
10021 PINES BLVD., STE. 106
PEMBROKE PINES, FL 33024

SUBJECT: GOURMET PIZZA EXPRESS, INC.
Ref. Number: W96000026113

We have received your document for GOURMET PIZZA EXPRESS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 496A00055582

JEFFREY P. ORLAN, ESQ.

ATTORNEY AT LAW
ALSO MEMBER OF THE NEW YORK BAR

December 16, 1996

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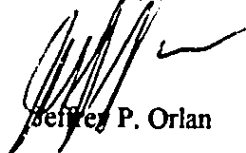
Secretary of State
Division Of Corporations
409 Gaines Street
Tallahassee, FL 32399

Dear Sir:

Enclosed for filing are two original copies of the Articles of Incorporation of Gourmet Pizza Express, Inc. reflecting the additional language required by the registered agent (see December 12, 1996 letter enclosed). I have previously sent a check for \$122.50 covering the filing and certification fee. Please feel free to call should you have any questions or comments.

I appreciate your assistance in this matter.

Very truly yours,



Jeffrey P. Orlan

JPO/ap
Encl.

cc: Mr. Barry Ross, Sole Incorporator

ARTICLES OF INCORPORATION
OF
GOURMET PIZZA EXPRESS, INC.

Under Section 607.0202 of the
Business Corporation Act
of the State of Florida

FILED
96 DEC 19 AM 9:01
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to the provisions of the Business Corporation Act of the State of Florida, does hereby certify as follows:

FIRST: The name of the Corporation (the "Corporation") is GOURMET PIZZA EXPRESS, INC.

SECOND: The Corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida,

THIRD: The principal office and mailing address of the Corporation shall be: 10021 Pines Boulevard, Suite #101, Pembroke Pines, FL 33024.

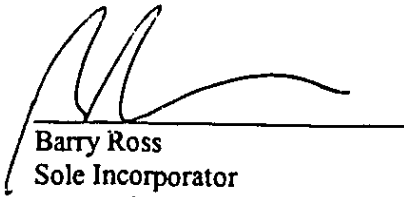
FOURTH: The Corporation's initial registered office is 10021 Pines Boulevard, Suite #106, Pembroke Pines, FL 33024. The Corporation's initial registered agent at that office is Jeffrey P. Orlan, Esq.

FIFTH: The aggregate number of shares which the Corporation shall have the authority to issue is 1000.

SIXTH: The name and address of the incorporator is: Barry Ross, 10021 Pines Boulevard, Suite #101, Pembroke Pines, FL 33024.

SEVENTH: The Corporation shall, and hereby does, to the fullest extent permitted by the Business Corporation Act of the State of Florida, indemnify any and all persons who it shall have the power to indemnify from and against any and all expenses, costs, liabilities and other matters as provided under Section 607.0850 of the Business Corporation Act of the State of Florida, as from time to time in effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of December, 1996, and affirms that the statements contained herein are true under penalty of perjury.


Barry Ross
Sole Incorporator
10021 Pines Blvd., Suite 101
Pembroke Pines, FL 33024

KNOW ALL MEN BY THESE PRESENTS:

THAT JEFFREY P. ORLAN, ESQ., in Broward County, a natural person and resident of the County, being in the County in which the principal office of Gourmet Pizza Express, Inc. is located is hereby appointed as the person on whom process, tax notices and demands against Gourmet Pizza Express, Inc. may be served. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Jeffrey P. Orlan

FILED
96 DEC 19 11:51 AM
TALLAHASSEE, FLORIDA