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DAVID T. AZRIN, P.A.
COURTHOUSE TOWER
44 W. FLAGLER STREET, SUITE 2550
MIAMI, FLORIDA 33130

DAVID T. AZRIN
ADAM J. LAMB
MICHAEL NATIELLO

OFFICE: (305) 577-0300
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February 20, 1996

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

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-02/23/96--01047--003
***122.50 ***122.50

Re: Brickell Pizza Systems, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for Brickell Pizza Systems, Inc. Also enclosed is a check made payable to Secretary of State, State of Florida in the amount of \$122.50 which represents the filing fee. Please return a stamped copy of the Articles along with the certificate of incorporation in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,



ADAM J. LAMB

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96 FEB 23 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER FEB 26 1996

ARTICLES OF INCORPORATION
OF BRICKELL PIZZA SYSTEMS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

BRICKELL PIZZA SYSTEMS, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

4770 Biscayne Blvd.
Suite 1400
Miami, FL 33137

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 (1,000) 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 shall 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:

ADAM J. LAMB, ESQUIRE
T. Law Office of David T. Azrin, P.A.
44 West Flagler Street
Suite 2550
Miami, Florida 33130
Telephone: (305) 577-0309

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
Merrill Lamb	4770 Biscayne Blvd. Suite 1400 Miami, FL 33137

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:

<u>NAME</u>	<u>ADDRESS</u>
ADAM J. LAMB	The Law Office of David T. Azrin, P.A. 44 West Flagler Street Suite 2550 Miami, Florida 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 referred upon the Shareholders is subject to this reservation.

ARTICLE IX
COMMENCEMENT DATE

Corporate existence will commence upon the 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 files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Ad J
Adam J. Lamb

STATE OF FLORIDA)

COUNTY OF DADE)

Before me personally appeared ADAM J. LAMB to me well known to be the person described in and who executed the foregoing Articles of Incorporation acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this
20th day of February, 1996.

Kathleen Dehr
Notary Public
Print Name: _____

KATHLEEN DEHR
My Commission GC485874
Expires Aug. 03, 1999
Bonded by HAI
\$10,422.1555

MY COMMISSION EXPIRES:

ACCEPTANCE OF REGISTERED AGENT

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

DATED this 20th day of February, 1996.

Ad J
Adam J. Lamb
REGISTERED AGENT

This Document was prepared by:
Adam J. Lamb, Esq.
Fla Bar No. 899046
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