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PRACTICE ONLY
LEGAL & FINANCIAL SERVICES

FILED
96 MAY 10 AM 11:09
DIVISION 1
SECURITY
ALLAHAS, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 949273 .4303929

AUTHORIZATION :

COST LIMIT : * 122.50

ORDER DATE : May 10, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 949273

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: D. PIZZA COMPANY

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

TH
5-14-96

ARTICLES OF INCORPORATION
OF
D. PIZZA COMPANY

FILED
96 MAY 10 PM 12:13
SEC.
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is D. PIZZA COMPANY (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1503 Pizarro Street, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue Two Million (2,000,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director and not more than five directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the initial Director, who will serve until his successor is duly elected and qualified, is:

DENNIS GILMAN
1503 Pizarro Street
Coral Gables, Florida 33134

ARTICLE VII

The name of the Incorporator is Dennis Gilman and the address of the Incorporator is 1503 Pizarro Street, Coral Gables, Florida 33134.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of May, 1996.


Dennis Gilman, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of D. PIZZA COMPANY, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY, Registered Agent

BY: 
PATRICIA G. PIZZUTO, as Agent for the Registered Agent

Dated: May 10, 1996.