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96 JUN -7 PM 12:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 4, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32310

900001855799
-06/07/96--01065--005
*****122.50 *****122.50

Re: Town's Pizza, Inc.

Dear Mr. Secretary:

Enclosed please find proposed Articles of Incorporation, Registered Agent Designation, and Money Order for the amount of \$122.50 to cover the registered fees. A certified copy of the articles is requested to the following return address:

Carlos C. Martinez
7597 West 30th Avenue
Hialeah, FL 33016

Sincerely,



Hector Urbistondo
P.O. Box 8284
Ft. Lauderdale, FL 33310
Tel (954) 748-6889

6-10-96

**ARTICLES OF INCORPORATION
OF
TOWN'S PIZZA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Carlos C. Martinez, acknowledge and file in the office of the Secretary of State, State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as provided by law.

I NAME

The name of this corporation shall be:
TOWN'S PIZZA, INC.

II PURPOSE

The general nature of the business and businesses to be transacted are as follows:
To transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida or the United States.

The specific purpose is as follows:

To operate a pizza restaurant for inside and take out consumption.

III POWERS

It is expressly declared and provided that the corporation, in order to carry its business, shall have the power to make and perform lawful contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state.

IV SHARES

The authorized capital stock of the corporation shall consist of 1,000 shares of common stock, \$20.00 par value (\$20,000 initial capital).

V EXISTENCE

The corporation shall have perpetual existence.

VI PRINCIPAL OFFICE AND REGISTERED AGENT

The initial street address of the corporation's principal office and mailing address is 7597 West 30th Avenue, Hialeah, Fl. 33016.

The initial Registered Agent for the corporation is Carlos C. Martinez located at the same above stated address. Both the principal address and Registered Office address are the same.

VII DIRECTORS

The corporation shall have not less than one Directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. There will be a President /Treasurer.

VIII FIRST BOARD

The following shall constitute the First Board of Directors of the corporation:

Carlos C. Martinez

President/Treasurer

IX INCORPORATORS

The name and address of the initial incorporator of the corporation are as follows:

Carlos C. Martinez

7597 W. 20th Avenue
Hialeah, Fl. 33016

X GENERAL PROVISIONS

(a) The private property of the stockholder shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of these articles, the corporation shall have full power and lawful authority to accept property, labor, and services in payment for shares of its Capital Stock in lieu of cash, at a just value to be fixed by its Board of Directors.

(c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.

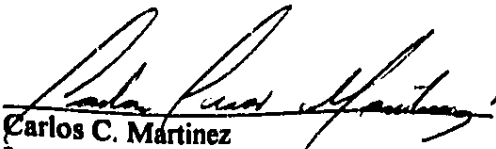
(d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time incurring such expense), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

(e) All shareholders of the corporation shall be vested with full preemptive rights.

XI BY-LAWS

By-laws of this corporation shall be adopted by the first Board and thereafter may be altered, amended or rescinded in the manner provided for by the By-Laws. The By-Laws will set forth any provision, not inconsistent with law, which the incorporators elected not to set forth in the Articles of Incorporation for the regulation of the business and any provision creating, defining, limiting, and regulating the powers of the corporation, the directors, and the stockholders. Any provision already set forth in the Articles of Incorporation need not be set forth in the By-Laws.

SUBSCRIBED AT Sunrise, Florida, This 5TH day of JUNE 1996.


Carlos C. Martinez
Incorporator

DL# M635-103-72-387-0

SSN 593-84-6377

I HEREBY CERTIFY that on this day before me personally appeared Carlos C. Martinez, to me known to be the incorporator and who executed the foregoing Articles of Incorporation for the purpose therein expressed.

In Witness Whereof, the subscribers has hereunto affixed their signatures, this 5TH day of JUNE, 1996.


Notary Public
State of Florida



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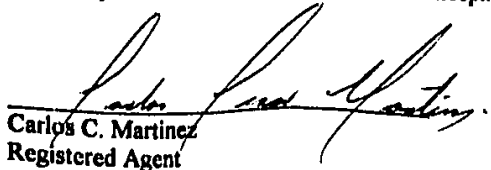
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TOWN'S PIZZA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Hialeah, County of Dade, State of Florida, has named Carlos C. Martinez, located at 7597 West 20th Avenue, Hialeah, Fl. 33016, County of Dade, State of Florida, as its agent to accept service of process within this State.

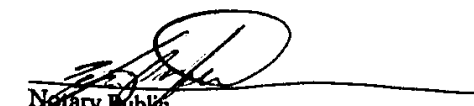
ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, agree to comply with the provisions of said Act relative to keeping open said office.


Carlos C. Martinez
Registered Agent

DLH - M635-103-72-387-0
SSA - 593-84-6377

Acknowledged and signed before me this 5TH day of JUNE 1996.


Notary Public
State of Florida

