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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: 17TH STREET PIZZA CORP.
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Ronald R. Fieldstone
FL Bar No. 180299

FIELDSTONE, LESTER & SHEAR
First Union Financial Center
200 South Biscayne Blvd., Ste. 2100
Miami, Florida 33131
305-982-1555

ARTICLES OF INCORPORATION
OF

17th STREET PIZZA CORP.

ARTICLE I - NAME

The name of this corporation is 17TH STREET PIZZA CORP.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Shares Authorized | Par Value Per Share | Class of Stock |
|--------------------------------|------------------------|-------------------|
| 1,000 | \$1.00 | Common |

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

1990 E. Sunrise Blvd.
Fort Lauderdale, Florida 33304

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TALLAHASSEE, FLORIDA

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and the name and address of the initial registered agent of this corporation is:

| Name | Address |
|----------------------|---|
| Ronald R. Fieldstone | 200 S. Biscayne Boulevard Suite 2100 Miami, Florida 33131 |

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name | Address |
|--------------------|--|
| Paul J. Castellano | 1990 E. Sunrise Blvd. Fort Lauderdale, Fl 33304 |

ARTICLE VIII - INCORPORATOR

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

| Name | Address |
|--------------------|--|
| Paul J. Castellano | 1990 E. Sunrise Blvd. Fort Lauderdale, Fl 33304 |

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of June, 1996.



Paul J. Castellano

Incorporator

STATE OF FLORIDA)
COUNTY OF BADE) ss.
Braum

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Paul J. Castellano who is known to me or who has produced _____ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21 day of June, 1996.


Signature

Print (Notary's Name)
Notary Public, State of Florida

Notarial Seal:



Ronald R. Fiddler
MY COMMISSION # 00314871 EXPIRES
October 8, 1997
BOKER TRU/ TRU FIN SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: 17th Street Pizza Corp.
2. The name and address of the registered agent and office is:

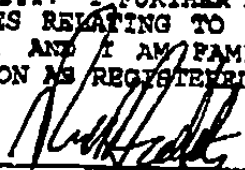
Ronald R. Fieldstone
200 S. Biscayne Boulevard
Suite 2100
Miami, Florida 33131


Paul J. Castellano

Title: Incorporator

Date: JUNE 21, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Ronald R. Fieldstone

Date: JUNE 21, 1996.

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