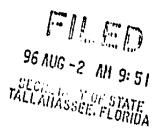
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KITAIF, GOODE & COMPANY Certified Public Accountants, P.A. 6330 S.W. 41 Court Davie, Florida 33314 Phone # ChyrolaideAlD

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Examiner's Initials

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AMENDMENTS Amendment Resignation of R.A., Officer/ Director	96 NUS -2 SECULLABASS
Change of Registered Agent	N 9. SINI
Foreign Limited Partnership Reinstatement Trademark	AUG 5 1996 BSB
	poration Name) (Document of Name



ARTICLES OF INCORPORATION

OF

MARIO'S PIZZA PLACE & ITALIAN RESTAURANT, INC.

The undersigned, for the purpose of forming a corporation, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Mario's Pizza Place & Italian Restaurant, Inc., and its address is 191 Lakeview Drive, #103, Ft. Lauderdale, Florida 33326.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 191 Lakeview Drive, #103, Ft. Lauderdale, Florida 33326, and the name of its initial registered agent at such address is Mario DeFalco.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Mario DeFalco 191 Lakeview Drive, #103 Ft. Lauderdale, Florida 33326

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Mario DeFalco 191 Lakeview Drive, #103 Ft. Lauderdale, Florida 33326

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses 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, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the day of July 1996.

Mario DeFalco, Incorporator

ACKNOWLEDGEMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Fiorida law relative to keeping the registered office open.

> Mario DeFalco. Registered Agent

STATE OF FLORIDA **COUNTY OF BROWARD**

Before me this day personally appeared Mario DeFaico who, being duly sworn, executed the foregoing instrument, and acknowledged the same to be his free act and deed.

WITNESS my hand and official seal, this 30 day of Gall

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Provided 71.

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