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COUNSELLORS AT LAW

30400 TELEGRAPH BUILE 444

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October 8, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500001974245-1
-10/15/96-0134-004
****122.50 ****122.50

RE: Pizza World, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for the referenced corporation, together with our remittance in the amount of \$122.50 for the filing fees and a certified copy of the document.

If you have any questions, please call.

Very truly yours,

Lawrence A. Tower
Lawrence A. Tower

LAT/t
enclosure

OCT 16 1996

BSB
W96-219178
502

FILED
95 OCT 29 PM 2:07
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 16, 1996

LAWRENCE A. TOWER, ESQ.
30400 TELEGRAPH
SUITE 444
BINGHAM FARMS, MI 48025-4541

SUBJECT: PIZZA WORLD, INC.
Ref. Number: W96000021978

We have received your document for PIZZA WORLD, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 596A00047445

ARTICLES OF INCORPORATION
OF
PIZZA WORLD INTERNATIONAL, INC.

FILED

96 OCT 29 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Pizza World International, Inc., and its principal office or mailing address is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue one class of shares of common capital stock as follows:

Fifteen Million (15,000,000) shares of Common Capital Stock having no par value and a stated value of \$.01 per share. All common shares of capital stock shall be voting stock and shall elect all members of the Board of Directors, and shall have the right to vote on all issues affecting the corporation on which shareholders are entitled to vote as provided by these Articles, the By-Laws and by law. Rights to dividends, distributions and liquidation proceeds of each issued and outstanding share of Common Capital Stock are identical to the rights of every other issued and outstanding share of Common Capital Stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5125 Willow Leaf Drive, Sarasota, Florida 34241, and the name of the initial registered agent is Thomas N. Burnham.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241
Eric Wortham	8816 Manchester, Suite 193 St. Louis, Missouri 63144

ARTICLE 7: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Thomas N. Burnham	5125 Willow Leaf Drive Sarasota, Florida 34241

ARTICLE 8: INDEMNIFICATION

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

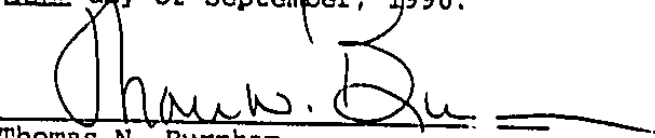
ARTICLE 9: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders and to all other provisions of applicable law.

ARTICLE 10: 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 has executed the Articles of Incorporation this 30th day of September, 1996.

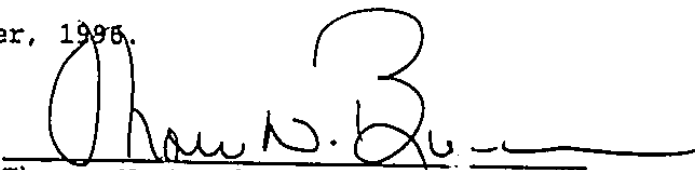

Thomas N. Burnham

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service or process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 30th day of September, 1996.


Thomas N. Burnham, Registered Agent

Burnham/Pizza/Corp/PizzaArticles

FILED
96 OCT 29 PM 2:08
TALLAHASSEE, FLORIDA