

P 760000 94730

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WARREN J. KOZLOW
CAROLYN ANNE PICKARD

*Also Admitted in New York

95 NOV 15 1996
FILED
DADE OFFICE
SUITE 1020
INGRAM BUILDING
25 B. END AVENUE
MIAMI, FLORIDA 33131

November 13, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002005640--4
-11/15/96--01037--011
****122.50 ****122.50

Re: Frogaloni's Pizza Restaurant, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for Frogaloni's Pizza Restaurant, Inc., together with our office check in the amount of \$122.50 payable to the Secretary of State, representing the filing fees.

Please return the certified copy to my attention.

Should you have any questions, please contact me. Thank you for your prompt attention to this matter.

Very truly yours,

Cynthia C. Mendoza

Cynthia C. Mendoza
Legal Assistant to Mr. Ritter

Enclosures
/cm

P. Onassis NOV 20 1996

ARTICLES OF INCORPORATION
OF
FROGALONI'S PIZZA RESTAURANT, INC.

FILED
96 NOV 15 AM 11:03
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

FROGALONI'S PIZZA RESTAURANT, INC. (the "Corporation")

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 5600 Pacific Boulevard, Suite 622, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

Jarrett Sammel
5600 Pacific Boulevard
Suite 622
Boca Raton, Florida 33433

Pavel Antonov
5600 Pacific Boulevard
Suite 622
Boca Raton, Florida 33433

ARTICLE VIII
INCORPORATOR

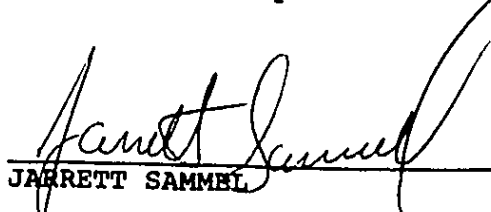
The name and street address of the incorporator to these Articles of Incorporation is Jarrett Sammel, 5600 Pacific Boulevard, Suite 622, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

Corporation is 5600 Pacific Boulevard, Suite 622, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Jarrett Sammel.

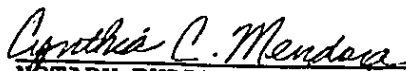
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of November, 1996.


JARRETT SAMMEL

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of November, 1996, by JARRETT SAMMEL as incorporator to these Articles, who is personally known to me or who has produced _____ as identification and who did not take an oath.

My Commission Expires:


NOTARY PUBLIC, State of Florida
Print name: Cynthia C. Mendoza
Title: _____



Cynthia C. Mendoza
MY COMMISSION # CC577313 EXPIRES
August 27, 2000
BONDED THRU TROY FARM INSURANCE, INC.

[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 NOV 15 AM 11:33
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statute,
following is submitted:

FROGALONI'S PIZZA RESTAURANT, INC., a corporation being
organized under the laws of the State of Florida, designates 5600
Pacific Boulevard, Suite 622, Boca Raton, Florida 33433, as its
registered office and has named JARRETT SAMMEL as its agent to
accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for FROGALONI'S
PIZZA RESTAURANT, INC. at the place designated in this Certificate,
I hereby agree to act in such capacity and agree to comply with the
provisions of said Act with respect to keeping such office open.

By: Jarrett Sammel
REGISTERED AGENT