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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: UNIVERSITY PIZZA, INC.
AUDIT NUMBER.....H97000007720
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TALLAHASSEE, FLORIDA

BM 5/12/97

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FILED
97 MAY 12 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

UNIVERSITY PIZZA, INC.

ARTICLE I

The name of this corporation shall be University Pizza, Inc.

ARTICLE II

The purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The term of this corporation shall be perpetual.

ARTICLE IV

This corporation shall have the authority to issue 100,000 shares of common stock of \$1.00 par value.

ARTICLE V

The street address of the initial principal office shall be 4954 N. University, Lauderhill, FL 33321.

ARTICLE VI

This corporation shall have one director initially. The corporation is authorized to have as little as one (1) and as many as five (5) Directors without amending the Articles of Incorporation. Adding any number of Directors over three (3) shall be decided by a majority of the directors present and voting at any Director's meeting called for the purpose of such a decision.

ARTICLE VII

The first Board of Directors shall consist of:

James V. Nolechek 11668 N.W. 19th Street, Coral Springs, FL 33071

Richard G. Chosid, Esq.
1901 W. Cypress Creek Road # 406
Ft. Lauderdale, FL 33309
(954) 351-1500 / FBN. 013432

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ARTICLE VIII

The incorporator of this corporation is:

James V. Nolechek

who has subscribed to one thousand (1,000) shares of stock.

ARTICLE IX

The incorporator(s) of this corporation may act as the first Board of Directors and shall have the authority to designate the parties to be the President, Secretary and Treasurer of the company unless or until modified by the Board of Directors and recorded in the By-Laws of the company. At the direction of the incorporator(s) and later the Board of Directors, an individual may hold more than one office with the corporation.

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

Members of the Board of Directors may participate in regular, special and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law, however upon notice by the Board of Directors, special meetings of the board of directors may require actual attendance in fact in person by each of the directors.

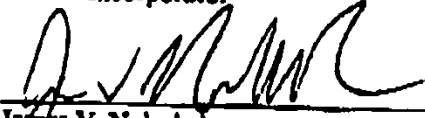
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, or person exercising powers or duties of a director, to the full extent now or hereinafter permitted by law. Said indemnification may be established in the manner set out and provided for in the bylaws of this corporation, however no special provision need be made for this provision to apply.

CORPORATE

SEAL

Incorporator


James V. Nolechek

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

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:

UNIVERSITY PIZZA, INC.

2. The name and street address of the initial Registered Office and Initial Registered Agent at that office are:

James V. Nolechek
4934 N. University Drive
Lauderhill, FL 33321

SIGNATURE

(Corporate officer)
James V. Nolechek

TITLE: PRESIDENT

DATE: May 2, 1997

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.

SIGNATURE

James V. Nolechek

DATE: May 2, 1997

Law Office of
RICHARD C. CHOWD, ESQUIRE
1901 W. Cypress Creek Road, Suite 406
Fort Lauderdale, Florida 33334-1864

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