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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: DON CORLEBONE PIZZA PASTA, INC.
AUDIT NUMBER.....H97000016544
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SEC. OF STATE
TALLAHASSEE, FLORIDA

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10/6/97

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ARTICLES OF INCORPORATION

FILED

OF

97 OCT -6 AM 1:00

DON CORLEONE PIZZA PASTA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: DON CORLEONE PIZZA PASTA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4712 S.W. 42nd. Avenue
Miami, Florida 33146

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500 (Five Hundred) at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MARCOS A. GUERRA
3663 SW 8th Street, Ste 210
Miami, Florida 33135-4133

MARCOS A. GUERRA CPA, P.A.
3663 S.W. 8th STREET SUITE 210
MIAMI, FLORIDA 33135
PH 447-1428

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

HUGO E. POZZOLI - PRESIDENT - 2547 SW 4th St.
Miami, Fl 33135

JORGE H. RODRIGUEZ - SECRETARY/TREASURER - 9800 SW 15th St.
Miami, Fl 33174

The undersigned has(have) executed these Articles of Incorporation this

3 day of OCTOBER, 19 97.

Hugo E. Pozzoli

Signature/Title Hugo E. Pozzoli/President

Jorge H. Rodriguez

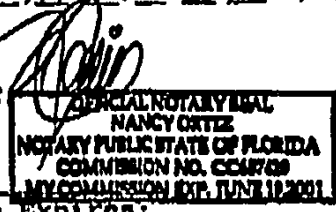
Signature/Title Jorge H. Rodriguez/Secretary/Treasurer

Signature/Title

STATE OF Florida
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE ME THIS 03 DAY OF OCTOBER, 1997 BY Hugo E. Pozzoli & Jorge H. Rodriguez OF Don Carlos de Pineda Inc. Miami Fl.

NOTARY PUBLIC



My Commission Expires:

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**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: DON CORLEONE PIZZA PASTA, INC.

2. The name and address of the registered agent and office is:

MARCOS A. GUERRA
(NAME)

3663 SW 8th St., Ste 210
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33135-4133
(CITY/STATE/ZIP)

SIGNATURE Hugo E. Pozzoli
(Corporate Officer) Hugo E. Pozzoli

TITLE PRESIDENT

DATE 10/03/97

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 Marcos A. Guerra
MARCOS A. GUERRA

DATE 10/03/97

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