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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PIZZA PRO, INC.

AUDIT NUMBER.....H97000019157

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....5

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

PIZZA PRO, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: Pizza Pro, Inc.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock at \$1.00 par value.

Article V - Principal Office and Agent

The street address of the corporation's initial principal office and the name of the initial registered agent at such address are as follows:

Richard Newby
1323 SE 17th Street, Suite 333
Fort Lauderdale, FL 33316

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1).

Richard Newby
1016 NE 17 Avenue, #5
Fort Lauderdale, FL 33304

S.K. PETERSON
SILER & YAFFE, C.P.A.
2419 HOLLYWOOD BLVD.
HOLLYWOOD, FL 33020

(954) 652-8882

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Article VII - Incorporator

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

Richard Newby
1016 NE 17th Avenue, #5
Fort Lauderdale, FL 33304

Article VIII - Indemnification

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

Article IX - 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 subscriber has executed these articles of incorporation on this 17th day of November, 1997.



Richard Newby

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 607.34 Florida Statutes, the following is submitted:

First-That PIZZA PRO, INC. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at the city of FORT LAUDERDALE, County of BROWARD, State of FLORIDA, has named RICHARD NEWBY located at 1323 SE 17 STREET, SUITE 333, FORT LAUDERDALE, FL 33316 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By


RICHARD NEWBY

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TALLAHASSEE, FLORIDA

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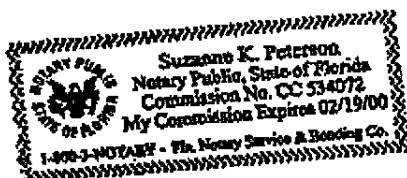
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STATE OF: FLORIDA }
COUNTY OF: BROWARD }

BEFORE ME, a notary public authorized to take acknowledgements in the State and County met forth above personally appeared Richard Newby known to me and known by me to be the person who has executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 17th day of November, 1997.

My Commission Expires:



Suzanne K. Peterson
Notary Public
State of Florida at Large