

097000098600



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 606288 11048A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 19, 1997

ORDER TIME : 11:35 AM

ORDER NO. : 606288-005

CUSTOMER NO: 11048A

CUSTOMER: Leo A. Fox, Esq
LEO A. FOX, ESQ

133 Boca Raton Road

Boca Raton, FL 33432

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:14

DOMESTIC FILING

NAME: FRANCO'S GREATEST PIZZA &
PASTA COMPANY

EFFECTIVE DATE:

400002351944--6

-11/19/97--01073--004
****122.50 ****122.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
97 NOV 19 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FRANCO'S GREATEST PIZZA & PASTA COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:14

The undersigned subscribed to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be FRANCO'S GREATEST PIZZA & PASTA COMPANY

ARTICLE II

The principal place of business and mailing address of the corporation is: 21090 Brookshire Terrace

Boca Raton, FL 33433

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock @ \$1.00 par value.

ARTICLE IV

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 133 Boca Raton Road, Boca Raton, Florida 33432, and

the name of the initial registered agent at such address is LEO A. FOX.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is:

LEO A. FOX
133 Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VI

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law to amend, alter, modify or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the above named incorporator has hereunto subscribed his name this 18th day of November, 1997.



LEO A. FOX

STATE OF FLORIDA
COUNTY OF PALM BEACH

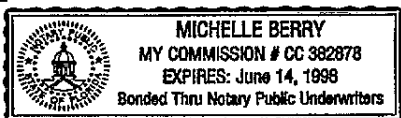
BEFORE ME, the undersigned officer, this day personally appeared LEO A. FOX, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 18th day of November, 1997.



Notary Public

My Commission expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 19 PM 1:14

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FRANCO'S GREATEST PIZZA & PASTA COMPANY, desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at City of Boca Raton, State of
Florida, has named LEO A. FOX, located at 133 Boca Raton Road,
Boca Raton, Florida, 33432, as its agent to accept service of
process within Florida.

SIGNATURE



TITLE

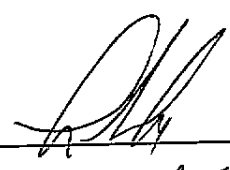
Incorporator

DATE

11.18.97

Having been named to accept service of process for the above
stated Corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all Statutes relative to the proper
and complete performance of my duties.

SIGNATURE



DATE

11.18.97