

P9800000504

December 17, 1997

Secretary of State  
P.O. Box 6327  
Division of Corporations  
The Capital  
Tallahassee, FL 32314

Re: Incorporation Documents

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-01/02/98--01076--010  
\*\*\*\*122.50 \*\*\*\*122.50

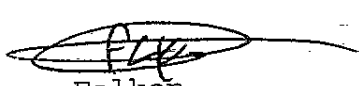
Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Pita Loca, Inc.

Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

My check, #0909, in the amount of \$122.50 representing the fee for said filings is enclosed.

Very truly yours,

  
Issac Falkon  
6575 W. Oakland Park Blvd  
Lauderhill, Florida 33313

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Handwritten:* 1/2/98

ARTICLES OF INCORPORATION

OF

Pita Loca, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon the acceptance of the State of Florida of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c)(2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

Pita Loca, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional

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shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 6575 W. Oakland Park Blvd., Lauderhill, Florida 33313 and the name of the initial registered agent of this corporation at that address is Issac Falkon.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation are:

Issac Falkon  
6575 W. Oakland Park Blvd.  
Lauderhill, Florida 33313

David Nissan  
6390 6361 N. Fall Circle Drive  
Apartment 413  
Lauderhill, Florida 33319

ARTICLE IX. Officers. The initial officers of the corporation will be: Issac Falkon, President, and David Nissan, Vice President, Secretary, and Treasurer.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Issac Falkon  
6575 W. Oakland Park Blvd.  
Lauderhill, Florida 33313

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any

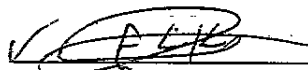
right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 601 Collins Avenue, Miami Beach, Florida, 33139.

ARTICLE XIV. The registered agent and the corporate officers may be different, but at the same place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 1997.

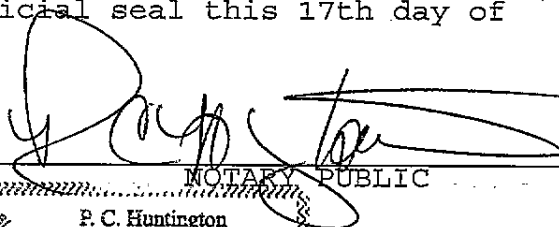
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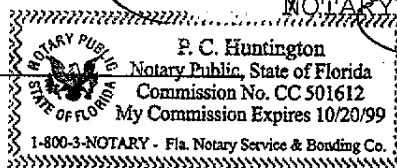
STATE OF FLORIDA }  
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Issac Falkon, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 17th day of December, 1997.

  
NOTARY PUBLIC


My Commission Expires:



CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of  
Corporations Department of State Tallahassee, FL 32304

I, Issac Falkon, do hereby consent to serve as  
registered agent for the corporation, Pita Loca, Inc.,  
this 17th day of December, 1997.

  
\_\_\_\_\_  
Issac Falkon

Address of registered agent:

6575 W. Oakland Park Blvd.  
Lauderhill, Florida 33313

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