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January 2, 1998

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*****70.00 *****70.00


Department of State
Corporate Records Division
P. O. 6327
Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Chicago Pizza & Marketplace, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you.


Zarko Krkljus
Chicago Pizza & Marketplace, Inc.
7229 Central Ave.
St. Petersburg, FL 33710

FILED
98 JAN 13 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-14-98

ARTICLES OF INCORPORATION
OF

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation act, hereby adopt the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be: Chicago Pizza & Marketplace, Inc.

The principal place of business of this corporation shall be:

7229 Central Ave.
St. Petersburg, FL 33710

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares, par 1.00.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until a successor is elected, are:

Zarko Krkljus
7229 Central Ave.
St. Petersburg, FL 33710

Sharon Krkljus
7229 Central Ave.
St. Petersburg, FL 33710

ARTICLE VI INCORPORATOR(S)

The names and street address of the incorporators to these articles of incorporation are:

Zarko Krkljus
7229 Central Ave.
St. Petersburg, FL 33710

Sharon Krkljus
7229 Central Ave.
St. Petersburg, FL 33710

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 2 day of JAN, 1998.

Signature of Incorporators

Zarko Krkljus
Sharon Krkljus

**STATE OF FLORIDA
COUNTY OF PINELLAS**

THE FOREGOING instrument was acknowledged and sworn to before me this 2 day of JAN, 1998 by Sharon and Zarko Krkljus of Chicago Pizza & Marketplace, Inc.

Notary Public

Produced Driver's License as
Identification

Numbers Personally Known
Personally Known

Ronald J. Hamilton

My Commission Expires



Ronald J. Hamilton
COMMISSION # CC659069 EXPIRES
September 26, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$35.00

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: Chicago Pizza & Marketplace, Inc.
2. The name and address of the registered agent and office is:

Zarko Krkljus
7229 Central Ave.
St. Petersburg, FL 33710

SIGNATURE


(Corporate Officer)

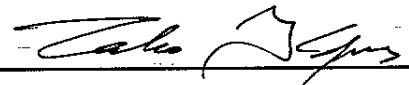
TITLE President

DATE

JAN 02 1998

HAVING BEEN NAMED TO ACCEPT SERVICES 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE



DATE

JAN 02 1998

REGISTERED AGENT FILING FEE: \$35.00

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TALLAHASSEE, FLORIDA