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TALLAHASSEE, FLORIDA

1/29/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000001945 B))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

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NAME: PERTEMPO INVESTMENTS, INC.

AUDIT NUMBER.....H98000001945

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

CERT. OF STATUS..0

PAGES..... 03

CERT. COPIES.....1

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ARTICLE I: NAME

The name of this corporation is:

PERTEMPO INVESTMENTS, INC.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business and the object and purposes to be transacted and carried are:

To conduct any and all business not prohibited by the laws of the United States and the State of Florida, including but not limited to, the operation and maintenance of take out and delivery pizza restaurants.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissary notes or other obligations or negotiable instruments.

ARTICLE III: CAPITOL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is: ONE THOUSAND shares having a par value of one (\$1.00) per share.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V: ADDRESS

The initial post office of the principal office of this corporation in the State of Florida is:
12501 SW 23rd Terrace
Miami, FL 33175

The board of directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE VI: DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time according to the by-laws adopted by the stockholder(s) but shall never be less than one.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and post office address of the member of the first board of directors, who subject to the provisions of these Articles of Incorporation, future adopted by-laws and the laws of the State of Florida, shall hold office until his/her/their successor(s) is/are elected and has/have qualified is:

Vinicio Aizpurua, 12501 SW 23rd Terrace, Miami, FL 33175

ARTICLE VIII: AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE IX: DESIGNATION OF REGISTERED AGENT AND INCORPORATOR

Vinicio Aizpurua is hereby named as registered resident agent for this corporation to be it's agent and to accept services of process within the State of Florida at this registered office:

12501 SW 23rd Terr
Miami, FL 33175

Vinicio Aizpurua is hereby named as incorporator for this corporation.


Vinicio Aizpurua

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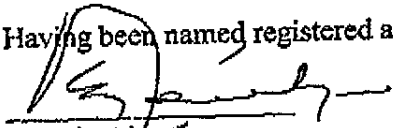
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ACKNOWLEDGMENT AND ACCEPTANCE OF DESIGNATION AS REGISTERED
RESIDENT AGENT

Having been named as registered agent and to accept service of process for PERTEMPO INVESTMENTS, INC. At the place designated before in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance obligations of my position as registered agent.

Having been named registered agent, I agree to act in this capacity;


Vinicio Aizpurua
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE


I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appeared:

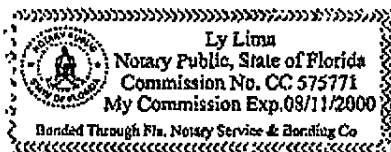
Vinicio Aizpurua

who after being duly sworn and under oath say and acknowledge:

That he signed the above and foregoing Articles of Incorporation accepting designation of registered agent of this corporation, this 29 day of January, 1998.

Notary Seal:


Notary Public, State of Florida



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