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WRITER'S DIRECT NUMBER IS

951-1505

March 19, 1998

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

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-03/20/98--01075--018
****122.50 ****122.50

Re: Caribbean Pizza Connection, Inc.
Our File No. 16295.1

Gentlemen:

I enclose for filing the original and one copy of the Articles of Incorporation for Caribbean Pizza Connection, Inc., along with our check in the amount of \$122.50 to cover the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,

Polly S. Brown
Polly S. Brown
Corporate Paralegal

PSB

Enclosures

P. Hall

MAR 23 1998

FILED
98 MAR 20 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CARIBBEAN PIZZA CONNECTION, INC.

FILED

98 MAR 20 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Caribbean Pizza Connection, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: CARIBBEAN PIZZA CONNECTION, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

ARTICLE III - DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV - PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal and initial registered office of the Corporation is 13800 South Biscayne River Drive, North Miami, Florida 33161, and the name of the Corporation's initial registered agent at that address is Denise Harty.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be James Banks, who shall serve in such capacity until the first annual meeting of the stockholders, or until their successors are duly elected and qualified.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

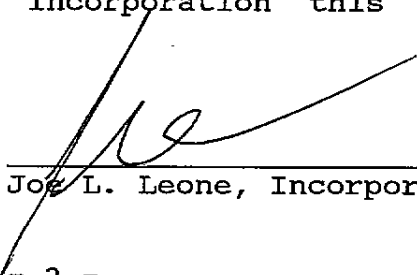
<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of March, 1998.

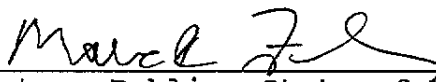


Joe L. Leone, Incorporator

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY) SS:

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 3 day of March, 1998.



Notary Public, State of Maryland
at Large

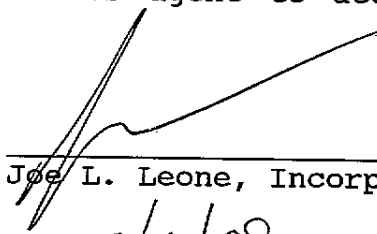
My Commission Expires:

MARC R. FEINBERG
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 1, 2000

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

In compliance with Section 48.091, Florida statutes, the following is submitted:

That Caribbean Pizza Connection, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Denise Harty, who resides at 13800 South Biscayne River Drive, North Miami, Florida 33161, as its agent to accept service of process within Florida.



Joe L. Leone, Incorporator

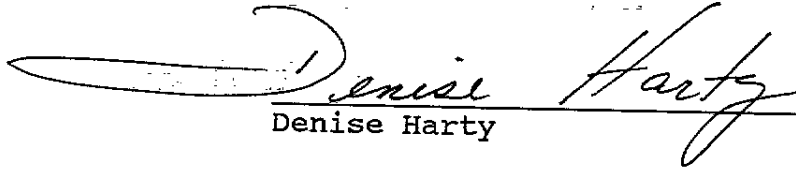
3/3/98

Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Caribbean Pizza Connection, Inc. in the foregoing Articles of Incorporation I, on behalf of Caribbean Pizza Connection, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

CARIBBEAN PIZZA CONNECTION, INC.


Denise Harty

VPSS\ARTICLES\CARIBBEA

FILED
98 MAR 20 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA