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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 AM 11:23

Jerry Woloszczuk
1252 Raintree Lane
Wellington, Fl. 33414
(561) 790-0815

April 8, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-04/09/98-01011-020
****122.50 ****122.50

Re: SPJ Italian Pizza And Kitchen, Inc.
Articles of Incorporation

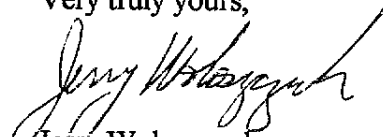
Dear Sir or Madam:

Enclosed please find executed Articles of Incorporation for SPJ Italian Pizza And Kitchen, Inc.

To cover filing fees, also enclosed is a check for \$122.50.

Please contact the undersigned if you require any further information.

Very truly yours,


Jerry Woloszczuk

D. BROWN APR 10 1998

ARTICLES OF INCORPORATION
OF
SPJ ITALIAN PIZZA AND KITCHEN, INC.

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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 signing of these Articles.

ARTICLE I. Name. The name of the corporation is:

SPJ Italian Pizza and Kitchen, 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 One hundred (100) shares with a par value of One Dollar (\$1.00) per share of common stock.

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. Initial Registered Office and Agent. The street address of the initial registered offices of this corporation is:

**1252 Raintree Lane
Wellington, Fl. 33414**

and the name of the initial registered agent of this corporation at that address is:

Jerry Woloszczuk

ARTICLE VII. Principal Office. The street address of the principal office of this corporation is:

**SPJ Italian Pizza and Kitchen, Inc.
6456 Lake Worth Road,
Lake Worth, Fl. 33463**

ARTICLE VIII. Initial Board of Directors. The corporation shall have one Director 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 Director of this Corporation is:

**Salvatore Badalamenti
4967 Wellman Trail
Lake Worth, Florida 33463**

**Guiseppe Badalamenti
403 Harbour Point Way
West Palm Beach, Fl. 33408**

**Peter Badalamenti
6456 Lake Worth Road
Lake Worth, Fl. 33463**

ARTICLE IX. Officers. The initial officers of the corporation will be:

**Salvatore Badalamenti, President
4967 Wellman Trail
Lake Worth, Florida 33463**

**Guiseppe Badalamenti, Vice President
403 Harbour Point Way
West Palm Beach, Fl. 33408**

**Peter Badalamenti, Secretay - Treasurer
6456 Lake Worth Road
Lake Worth, Fl. 33463**

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

**Salvatore Badalamenti
4967 Wellman Trail
Lake Worth, Florida 33463**

ARTICLE XI. By-Laws. The power to adopt, alter, amend or repeal 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the ____ day of April, 1998.


Salvatore Badalamenti

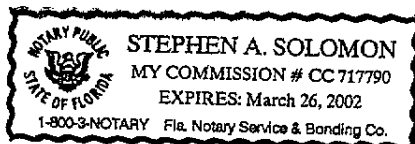
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Salvatore Badalamenti, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposed therein expressed.

WITNESS my hand and official seal this
7 day of April, 1998.


Notary Public

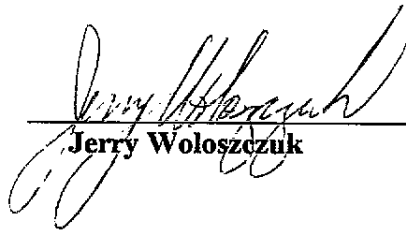


CONSENT TO APPOINTMENT AS REGISTERED AGENT

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

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I, **Jerry Woloszczuk**, do hereby consent to serve as Registered Agent
for the Corporation, this 7th day of April, 1998.



Jerry Woloszczuk

Address of Registered Agent:

Jerry Woloszczuk
1252 Raintree Lane
Wellington, Fl. 33414