



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

REFERENCE : 782118 81555A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ FEES PPD

ORDER DATE : April 15, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 782118-005

CUSTOMER NO: 81555A

CUSTOMER: Robert E. Boutwell, Esq
BOUTWELL & CONNICK

411 East Hillsboro Boulevard

Deerfield Beach, FL 33441

EFFECTIVE DATE

4-14-98

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-04/15/98-01035-021
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DOMESTIC FILING

NAME: RUBY'S PIZZA^{PASTA} & SUBS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

P.Hall

APR 15 1998

98 APR 15 PM 12:17

RECEIVED

LAW OFFICES
BOUTWELL & CONNICK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
P.O. BOX AD
411 EAST HILLSBORO BOULEVARD
DEERFIELD BEACH, FL 33441

ROBERT E. BOUTWELL, P.A.
A. THOMAS CONNICK, P.A.

TELEPHONE:
(954) 428-0300

April 14, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: RUBY'S PIZZA, PASTA & SUBS, INC.

Dear Ladies/Gentlemen:

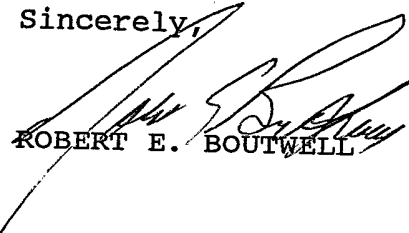
Enclosed please find the following with reference to the above corporation:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate Designating Resident Agent.
3. Check in the amount of \$122.50 to cover the Charter Tax, Filing Fee, Certified Copy of Articles of Incorporation and Resident Agent Fee.

Please file the originals and return a certified copy to me.

If you have any questions, please contact me.

Sincerely,


ROBERT E. BOUTWELL

REB/mn
Enclosures

ARTICLES OF INCORPORATION

OF

RUBY'S PIZZA, PASTA & SUBS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby enters into these Articles of Incorporation for the purpose of establishing a corporation in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be RUBY'S PIZZA, PASTA & SUBS, INC.

EFFECTIVE DATE

ARTICLE II

4-14-98

This corporation shall have perpetual existence.

ARTICLE III

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

ARTICLE IV

The total authorized capital stock of this corporation shall be one thousand (1,000) shares of common stock at a par value of one (\$1.00) dollar per share, fully paid and non-assessable.

ARTICLE V

The street address of this corporation's initial principal office is as follows:

614 SE 10th St.
Deerfield Beach, FL 33441

ARTICLE VI

The business of the corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the

initial Board, be determined by the Bylaws, but shall never be fewer than one (1).

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The name and address of the initial Board of Directors, who shall hold office for the first year of the corporation's existence or until his or her successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES MURO	614 SE 10th St. Deerfield Beach, FL 33441

ARTICLE VIII

The name and street address of the Incorporators of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES MURO	614 SE 10th St. Deerfield Beach, FL 33441

ARTICLE IX

The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

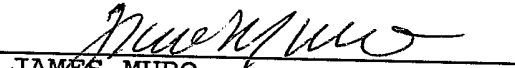
ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any right of the stockholders of this corporation is subject to this reservation.

ARTICLE XI

In accordance with Florida Statutes 607.167, the effective date for commencement of corporate existence shall be immediately upon the signing of these Articles of Incorporation.

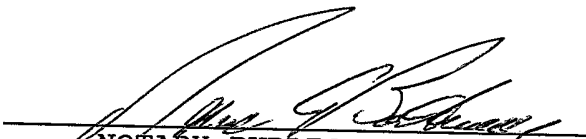
IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 14th day of April, 1998.


JAMES MURO

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JAMES MURO, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and he produced a Florida Drivers License and acknowledged before me that they signed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in Deerfield Beach, Florida, this 14th day of April, 1998.


NOTARY PUBLIC



Robert E. Boutwell
MY COMMISSION # CC701691 EXPIRES
March 6, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

RUBY'S PIZZA, PASTA & SUBS, INC.

a corporation organized (or organizing) under the laws of the State of Florida with it's principal office at 614 SE 10th St. in the City of Deerfield Beach, County of Broward State of Florida, has named JAMES MURO, located at: 614 SE 10th St.

(Street Address & Number of Bldg., P.O. Box address not acceptable)
City of Deerfield Beach, County of Broward
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
JAMES MURO	(P)	614 SE 10th St. Deerfield Beach, FL 33441
"	(S)	"
"	(T)	"
"	(V)	"

DIRECTORS:

	SPECIFIC ADDRESS
JAMES MURO	614 SE 10th St. Deerfield Beach, FL 33441
"	"
"	"

By

[Signature]
(Corporate officer)

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing fee: \$3.00

Paul M. (Pues)
(Resident Agent)

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TALLAHASSEE, FLORIDA