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Darren J. Rouso, P.A.*
*OF COUNSEL

May 28, 1998

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

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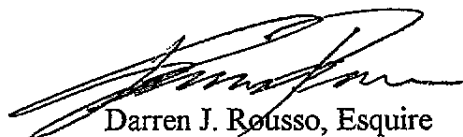
Re: Gino's Pizza IV, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-named corporation. The original is to be filed with your office and a certified copy is to be returned to the undersigned in the enclosed self-addressed envelope. Also, enclosed is a check in the amount of \$122.50 to cover fees for the same.

Should you have any questions or concerns, please feel free to contact the undersigned, I am

Very truly yours,
DARREN J. ROUSSO, P.A.


Darren J. Rouso, Esquire
For the Firm

DJR:rc

Enc.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
GINO'S PIZZA IV, INC.**

THE UNDERSIGNED, each a person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I: CORPORATE NAME

The name of the corporation shall be: **GINO'S PIZZA IV, INC.**

ARTICLE II: CORPORATE PURPOSE

The corporation is organized for the purpose of transacting any lawful business.

ARTICLE III: CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Florida Department of State.

ARTICLE IV: INITIAL PRINCIPLE OFFICE

The address of the initial principal office of this corporation is located at: 1535 Washington Avenue, Miami Beach, Florida, 33139.

ARTICLE V: INITIAL BOARD OF DIRECTORS

This corporation shall have no less than one (1) Director. The names and address of the Initial Board of Directors are as follows:

Benjamin Darwish: 1535 Washington Avenue, Miami Beach, Florida, 33139.

ARTICLE VI: INITIAL OFFICERS

The name(s) of the initial officers are as follows: Benjamin Darwish (President, Treasurer, Secretary & Vice President.

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ARTICLE VII: INCORPORATOR

The name and address of each person signing these Articles is: **Darren J. Rousso**, The Caris Center, 2630 Hollywood Boulevard, Suite No.: 101, Hollywood, Florida 33020.

ARTICLE VIII: CAPITOL STOCK

The corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE IX: REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: **Darren J. Rousso**, The Caris Center, 2630 Hollywood Boulevard, Suite No.: 101, Hollywood, Florida 33020.


ARTICLE X: INDEMINIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation the 29th day of May, 1998.


DARREN J. ROUSSO, SUBSCRIBER/INCORPORATOR

STATE OF FLORIDA }

} ss.

COUNTY OF Broward }

The foregoing instrument was acknowledged before me this 29th day of May, 1998, by Darren J. Rousso who is personally known to me to be the person who executed the foregoing Articles of Incorporation

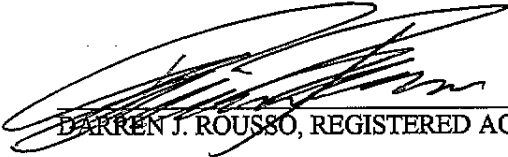
Print Name: ROCHELLE FRANCINE CANTOR
NOTARY PUBLIC, STATE OF FLORIDA
Commission Number: _____

My commission expires:



ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, having been named to accept service of process on behalf of the corporation at the location provided herein, does hereby agree to accept the designation as registered agent. Dated this 29th day of May, 1998.


DARREN J. ROUSO, REGISTERED AGENT

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