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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 PM 2:31

MAD MUSHROOM PIZZA
33 4TH ST. NO. #210
ST. PETERSBURG, FL 33701

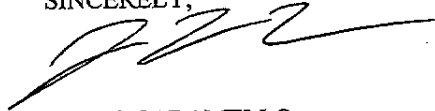
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

000002818700--3
-03/25/99--01092--005
122.50 *78.75

3/18/99

TO WHOM IT MAY CONCERN,
ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR MADCO OF CHINOE, AND A
CHECK FOR THE FILING FEE IN THE AMOUNT OF \$122.50. PLEASE PROCESS THIS IN YOUR
USUAL MANOR THANK YOU.

SINCERELY,



JAMES CARMELLO

ARTICLES OF INCORPORATION
OF
MADCO OF CHINOE, INC.

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The undersigned subscriber to the Articles of Incorporation, a natural person, competent to contract hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I -NAME

The name of the corporation is MADCO OF CHINOE, INC.

ARTICLE II -DURATION

The corporation shall have perpetual existence, commencing on the date of execution of the Articles by the Incorporator.

ARTICLE III- PURPOSES AND POWER

This corporation is organized for the purpose of transacting any or all lawful business permitted by the Florida General Corporation Act and shall have all the powers granted under act to carry out its purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class, or series purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others..

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of the corporation is 33 4th St. North #201 St. Petersburg, FL 33701 and the name of the initial registered agent of this corporation at that address is James Caramello.

ARTICLE VII - INITIAL OFFICERS

The initial officers of the corporation shall be as follows:

President:	James Caramello
Vice President:	John Caramello
Secretary/Treasurer:	John Caramello

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

James Caramello
33 4th St. North #210
St. Petersburg, FL 33701

ARTICLE IX - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Articles or by the by-laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify an officer or director or any former officer of director to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adapt, alter, or repeal by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - AMENDMENT


This corporation reserves the right to amend or repeal any provisions in the Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to reservation.

In Witness Whereof, I the undersigned, being the original subscriber to the capital stock here in before named have hereunto set my hand and seal this 18th day of March, 1999.


James Caramello

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of March 1999 by James Caramello who has produced FLDL as identification.


Signature
MARLYN B BRAUSE
Print Name



CERTIFICATE DESIGNATING REGISTERED AGENT

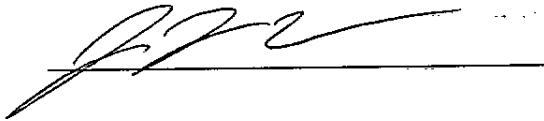
In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

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First, that MADCO OF CHINOE, INC. desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation at 33 4th St. North #210 City of St. Petersburg, County of Pinellas, State of Florida has named James Caramello located at 33 4th St. North, #210, City of St. Petersburg, County of Pinellas, State of Florida as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions with said act relative to keeping open said office.



James Caramello