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MARCH 29, 1999

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

900002825209--7
-03/31/99--01055--004
*****70.00 *****70.00

Re: MJ'S PIZZA, INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

Lawrence A. Kirsch

Lawrence A. Kirsch

SHARON

APR -5 1999

FILED
99 MAR 31 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 MAR 31 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

MJ'S PIZZA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is MJ'S PIZZA, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

ARTICLE IV TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Mark Ashkinos
10886 Crescendo Circle
Boca Raton, Florida 33498

ARTICLE VI PRINCIPAL MAILING ADDRESS

The principal mailing address of the corporation shall be:

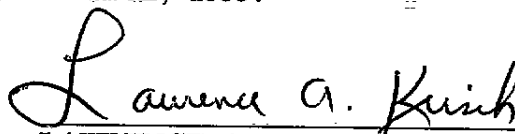
100 East Linton Boulevard
Suite 111-B
Delray Beach, Florida 33483

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to this articles of incorporation is:

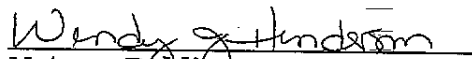
Lawrence A. Kirsch
90 State Street
Albany, New York 12207

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of March, 1999.


LAWRENCE A. KIRSCH

STATE OF NEW YORK)
COUNTY OF ALBANY) SS.:

The foregoing instrument was acknowledged and sworn to me before this 29th day of March, 1999 by the incorporator of MJ'S PIZZA, INC.


Notary Public
My Commission Expires:

WENDY J. HENDERSON
Notary Public, State of New York
No. 01HE5031008
Qualified in Albany County
Commission Expires July 25, 2002

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: MJ's Pizza, Inc.

2. The name and the Florida street address of the registered agent are:

Mark Ashkinos

NAME

10886 Crescendo Circle

Florida street address (P. O. Box NOT ACCEPTABLE)

Boca Raton,

33498

FL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent