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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

October 11, 1999

Via Federal Express
Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-10/12/99--01039--006
*****78.75 *****78.75

RE: Champs Pizza, Inc. - Obtaining Articles of Incorporation

Dear Sir/Madam:

Enclosed please find our law firm's check in the amount of \$78.75 to file and certify the enclosed Articles of Incorporation for the above-referenced corporation, Champs Pizza, Inc. Also enclosed is a self-addressed, stamped envelope for returning the Articles.

Thank you for your attention to this matter, as time is of the essence.

Please call the undersigned at (561) 361-9600 should you have any questions.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

Claudia Liberman

By: _____
Claudia Liberman, Legal Assistant

/cjl
Enclosures

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FILED
1999 OCT 12 AM 8 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 19 1999

FILED

1999 OCT 12 AM 8 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CHAMPS PIZZA, INC.

ARTICLE I

NAME

The name of this corporation is

CHAMPS PIZZA, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate an Italian/pizza restaurant.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.
- (c) 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 stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **6921 NW 5th Place, Margate, Florida 33063**. The initial registered agent of this corporation is **RUSSELL E. REYNOLDS** with his address at **6921 NW 5th Place, Margate, Florida 33063**. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

RUSSELL E REYNOLDS 6921 NW 5th Place, Margate, Florida 33063

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

**ARTICLE VIII
INCORPORATOR**

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

**RUSSELL E REYNOLDS
6921 NW 5th Place, Margate, Florida 33063**

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8 day of October 1999.


RUSSELL E. REYNOLDS

STATE OF Florida)
COUNTY OF Palm Beach)ss.

Sworn to and subscribed before me this 8th day of October 1999, by **RUSSELL E REYNOLDS**, who is personally known to me (or who has produced Drivers License as identification) and who did take an oath.

Claudia Lynn Liberman (SEAL)
Notary Public, State of Florida
Claudia Lynn Liberman

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NOTARY PUBLIC - STATE OF FLORIDA
CLAUDIA LYNN LIBERMAN
COMMISSION # 00000000
EXPIRES 7/30/2003
BONDED THRU ASA 1-000-NOTARY

FILED

1999 OCT 12 AM 8 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **CHAMPS PIZZA, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **MARGATE**, County of **BROWARD**, State of **FLORIDA** has named **RUSSELL E. REYNOLDS**, located at **6921 NW 5th Place, Margate, Florida 33063**, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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


RUSSELL E. REYNOLDS
(Registered Agent)