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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

papa sammy's inc.

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ARTICLES OF INCORPORATION

OF

PAPA SAMMY'S, INC.

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WE, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: PAPA SAMMY'S, INC., with its principal office located at: 1820 East Hallandale Beach Boulevard, Hallandale, Florida 33009.

ARTICLE II

The corporation is organized for the following purposes:

(a) To purchase real estate, make and purchase materials for the construction of buildings, to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever; to enter into contracts and arrangements of all kinds; to carry on and undertake any business undertaking, transaction or operation commonly carried on with the above-described businesses, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights; to own, hold, buy, control, work, develop, sell, convey, lease, pledge, maintain, mortgage, exchange, cultivate, subdivide, improve and otherwise deal in and dispose of real estate, goods, wares, merchandise and property of any and every class and description; to borrow and lend money, to own stock in any other corporation; to evidence and secure its indebtedness and to do and perform any and all other acts which may be desirable for carrying out the interests, intents and purposes of this company.

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MARK PERLMAN, P.A.

1820 EAST HALLANDALE BEACH BOULEVARD, HALLANDALE, FL 33009
TEL (954) 456-1333 • MIAMI (305) 944-9232 • FAX (954) 454-5081

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(b) To carry on business in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell, manipulate and deal in, at wholesale or retail, merchandise, goods, wares, products and commodities of every sort, kind or description; to open stores, offices or agencies throughout the United States or elsewhere; to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any persons or companies; to enter into a partnership or into any arrangements for sharing profits, union interests, reciprocal concessions or cooperate with any persons or companies; to transact any and all business lawful under the laws of the State of Florida or of the United States of America.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares at One and 00/100 (\$1.00) Dollar par value each, no pre-emptive rights, non-assessable. Such share are to consist of one class only.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The street address of the initial registered office of this corporation is c/o MARK PERLMAN, P.A., 1820 E. Hallandale Beach Blvd., Hallandale, Florida 33009, and the name of the initial registered agent of this corporation at that address is MARK PERLMAN. The corporation may have such other places of business, both within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VI

The Board of Directors of this corporation shall consist of not less than one (1) member, initially, the number may be increased or diminished from time to time, but shall never be less than one (1) member.

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MARK PERLMAN, P.A.

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ARTICLE VII

The names and addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are: Steven Rafailovitch.

| <u>NAME OF OFFICER</u> | <u>TITLE OF OFFICER</u> | <u>ADDRESS</u> |
|------------------------|-------------------------|---------------------------|
| Steven Rafailovitch | President | 67 N.W. 45 Avenue |
| | Treasurer | Apartment 306 |
| | Secretary | Deerfield Beach, FL 33442 |

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is Steven Rafael and the number of shares of stock to be issued are as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|---------------------|---|---------------|
| Steven Rafailovitch | 67 N.W. 45 Avenue Apartment 306 Deerfield Beach, FL 33442 | 500 |

ARTICLE IX

The management and control of the business of the corporation shall be conducted under the direction of the Board of Directors by the following officers who shall be elected by the Board of Directors, to wit: a President, one or more Vice Presidents, a Treasurer and a Secretary, and one or more Assistant Secretaries, provided that any one or more of said officers may be held by the Secretary or Assistant Secretary of the corporation. The Secretary or Assistant Secretary may not also be the President.

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MARK PERLMAN, P.A.

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ARTICLE X

In compliance with Section 48.091, Florida Statutes, the following is submitted: First, that PAPA SAMMY'S, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Hallandale, State of Florida, has named MARK PERLMAN, located at 1820 E. Hallandale Beach Blvd., City of Hallandale, State of Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MARK PERLMAN

DATE: 11/3/99

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 3 day of November, 1999.



Steven Rafaelovitch

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida above-named to take acknowledgments personally appeared Steven Rafael, to me personally known or who has produced identification and is the person(s) who

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MARK PERLMAN, P.A.

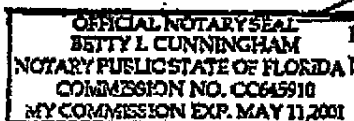
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executed the foregoing Articles of Incorporation, and acknowledged before me that he/she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 3 day of NOVEMBER, 1999.



My Commission Expires:
MAY 11, 2001

Personally known _____
or Produced Identification X
Type of Identification Produced FLORIDA DRIVER'S LICENSE

N:\NETWORK2\CORPORAT\SAMMY'S INC

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MARK PERLMAN, P.A.

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