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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
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Phone : (305) 599-0839
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GROOVY'S PIZZA, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

GROOVY'S PIZZA, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GROOVY'S PIZZA, INC.

The principal place of business of this corporation shall be: 1218 SALZEDO ST. #12 CORAL GABLES, FL. 33134

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, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 SHARES \$1.00 PAR VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

DANIEL J. LAVIOSA 1218 SALZEDO ST. #12 CORAL GABLES, FL. 33134 (P)
50 % OF THE SHARES

JUAN DIEGO AMADOR 6451 NW 112 PLACE MIAMI, FL. 33166 (VP)
50 % OF THE SHARES

ARTICLE VI INCORPORATOR(S)

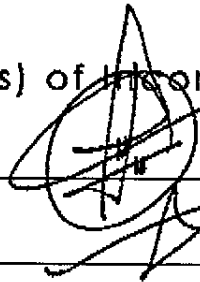
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

DANIEL J. LAVIOSA 1218 SALZEDO ST. #12 CORAL GABLES, FL. 33134

JUAN DIEGO AMADOR 6451 NW 112 PLACE MIAMI, FL. 33166

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 12TH day of NOVEMBER 1999

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

GROOVY'S PIZZA, INC.

2. The name and address of the registered agent and office is:

DANIEL J. LAVIOSA 1218 SALZEDO ST. #12 CORAL GABLES, FL. 33134

(P.O. BOX NOT ACCEPTABLE)

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

11-12-99

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

11-12-99