

AZ CORPORATION COMMISSION
FILED

"EXP"

SEP 28 2005

ARTICLES OF INCORPORATION

OF

FILE NO. 1231423-2

GYROS PALACE, INC.

ARTICLE I

NAME: The name of the corporation shall be Gyros Palace, Inc , located at 11524 N.86th Ave, Peoria, AZ 85345.

ARTICLE II

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the state of Arizona, as they may be amended from time to time.

ARTICLE III

INITIAL BUSINESS: The corporation initially intends to function as a restaurant, owning and operating real property, consulting for itself and others.

ARTICLE IV

AUTHORIZED CAPITAL: The corporation shall have the authority to issue one million(1,000,000) shares of common stock with no par value.

ARTICLE V

STATUTORY AGENT: The name and address of the Initial Statutory Agent, a bona fide resident of Arizona for three years is:

Daniel Sawicki
8686 N Central Ave, Ste #100
Phoenix, AZ 85020



PAID

\$95.00

01093726

ARTICLE VI

BOARD OF DIRECTORS: The initial Board of Director shall consist of one(1) Director. The person whom to serve as Director until the first annual meeting of shareholders or until their successors are elected and qualified are:

Raymond Shawel

11524 N. 86th Ave.
Peoria, AZ 85345


The Director is also incorporator.



Director

DATED THIS 28 DAY OF September, 2000

I, Daniel Sawicki, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.



(Signature Statutory Agent)

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

1231423-2
Gyros Palace Inc.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is Dec 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Raymond Shawel

PRINT NAME Raymond Shawel

TITLE Director DATE 9-23-05

BY _____

PRINT NAME _____

TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0022 - Business Corporations

Rev: 3/00

—1231423.2

Arizona Corporation Commission
P O Box 6019
Phoenix, AZ 85005

Enclosed please find an original Articles of Incorporation, two copies of the Articles of Incorporation, cash in the amount of \$95.00 to cover the filing fees and the cost of expediting, and a Certificate of Disclosure.

Please be advised that we of Gyros Palace, Inc. have elected December 31 as our fiscal year end.

Please hold completed copy for Best Bookkeeping, 8686 N Central Ave, Ste #100, Phoenix, AZ, 85020, 395-3974.

Thank You,


Raymond Shawel

