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00 DEC -4 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requester's Name
RICHARD GRIMALDI

1412 SHADWELL CIRCLE
HEATHROW, FL 32746

City/State/Zip Phone #

300003485373--6
-12/04/00--01133--003
122.50 *78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials CB 12-7

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ARTICLES OF INCORPORATION
OF

PAPA JOE'S PIZZA OF WATERFORD LAKES, INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is;

PAPA JOE'S PIZZA OF WATERFORD LAKES, INC

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

In addition, the corporation can invest in real estate, mortgages, stocks, bonds, or any other type of investment and can own real and personal property.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be as follows: Five Hundred (500) shares of IRS Section 1244 common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other forms deemed satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00).

ARTICLE V. TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be: 111 N LONGWOOD STREET SUITE 125 LONGWOOD, FL. 32750. The board of directors may from time to time move its principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

At any time during which this corporation is authorized to have one director, the term "board of directors" as used herein shall mean the one director of this corporation.

ARTICLE VIII. DIRECTORS POWERS

The board of directors shall have the power to fix or change salaries of the directors as directors and as officers; to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the

corporation as are not inconsistent with these articles or with any by-laws that may be adopted by its stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The names and street addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GRIMALDI	1412 SHADWELL CIRCLE HEATHROW, FL 32746
GIUSEPPE GIAMBRONE	111 N LONGWOOD STREET LONGWOOD, FL 32750

ARTICLE X. SUBSCRIBER

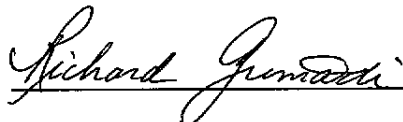
The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GRIMALDI	1412 SHADWELL CIRCLE HEATHROW, FL 32746

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the office registered for the corporation shall be c/o: RICHARD GRIMALDI 111 N LONGWOOD STREET LONGWOOD, FLORIDA 32750. The initial registered agent shall be RICHARD GRIMALDI.

I, RICHARD GRIMALDI, am familiar with and accept the duties and responsibilities as registered agent for said corporation.



RICHARD GRIMALDI

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscribers, have hereunto set our hand and seal, this _____ day of _____, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and do thereby make and file in the office of the secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



RICHARD GRIMALDI

STATE OF FLORIDA

COUNTY OF SEMINOLE

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgements, personally appeared.

RICHARD GRIMALDI

FLORIDA DRIVERS LICENSE # 6-654-758-47-024-0

to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 27 day of October 2000.



Mimma Giambrone
My Commission CC967993
Expires September 19, 2004

Person appearing before me is personally known.