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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

12/10

PAUL &
ELKIND, P.A.

ATTORNEYS AT LAW

HARLAN L. PAUL*
DARREN J. ELKIND
GLENN J. PAUL
MATTHEW D. BRANZ

**Board Certified Trial Lawyer*

142 EAST NEW YORK AVENUE
DELAND, FLORIDA 32724
PHONE: 386-734-3020
FACSIMILE: 386-734-3096

505 DELTONA BOULEVARD
SUITE 106
DELTONA, FL 32725
PHONE: 386-574-5634
FACSIMILE: 386-574-5665

REPLY TO: Deland

December 7, 2004

Department of State
Division of Corporations
Corporate Filing
P.O. Box 6327
Tallahassee, FL 32314

RE: Captain Tony's Pizza, Inc.

Dear Sir or Madam:

Enclosed are all items needed for the Domestication of the Foreign Corporation, Captain Tony's Pizza, Inc. as well as a check in the amount of \$128.75.

If you should encounter any problems in filing the Articles and providing us of proof of same, please call my office.

Thank you for your assistance in this regard.

Very truly yours,

PAUL & ELKIND, P.A.


Harlan L. Paul

Signed for Mr. Paul in his absence
to prevent delay in mailing.

HLP/dmw
Enclosures



TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Domestication of Foreign Corporation - Captain Tony's Pizza, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: Michael Martella c/o Captain Tony's Pizza, Inc.

Name (printed or typed)

2607 S. Woodland Blvd.

Address

DeLand, Florida 32720

City, State & Zip

386-736-9855

Daytime Telephone Number

CERTIFICATE OF DOMESTICATION

FILED

The undersigned, Michael Martella, President
(Name) (Title)

04 DEC -9 PM 4:1

of Captain Tony's Pizza, Inc. a foreign corporation,
(Corporation Name)

SECRETARY OF STATE
TALLAHASSEE, FLOR

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 5, 1996.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Nevada, U.S.A.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Captain Tony's Pizza, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Captain Tony's Pizza, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Florida, U.S.A.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Michael Martella, of Captain Tony's Pizza, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 30 day of November, 2004.

Michael J. Martella Pres.
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION
OF
CAPTAIN TONY'S PIZZA, INC.**

FILED
04 DEC -9 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation (hereinafter called "Corporation") is Captain Tony's Pizza, Inc.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

The purpose for which this Corporation is organized is to engage in the business of investing in investments of all forms and nature and to engage in any and all other lawful business.

ARTICLE IV

Capital Stock

The maximum number of shares of capital stock of this Corporation is authorized to have outstanding at any time is One Hundred (100,000) shares of common stock, at \$.10 par value. All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The Capital Stock shall be sold, assigned, issued and transferred in accordance with the by-laws as the Corporation upon all of its capital stock for any indebtedness which may, at any time be due by the holder of the same to the said Corporation, and which shall be a lien thereon superior to all other liens or claims of every character, and all assignments or transfers of stock of this Corporation shall be subject thereof. The common stock of this Corporation shall be the voting stock of the Corporation.

ARTICLE V

Principal Office and Registered Agent

The name and address of the Corporation's registered agent is Michael Martella, 1475 Covered Bridge Drive, DeLand, Florida 32724.

ARTICLE VI

Officers/Directors

The corporation shall be governed by a Board of Directors consisting of such number of directors as shall be fixed by the Corporation's bylaws. The number of directors constituting the initial board of directors of the Corporation is one (1) and the name and address of the director is as follows:

Name	<u>Address</u>
Michael J. Martella	1475 Covered Bridge Drive DeLand, Florida 32724

The number of directors may be changed from time to time by the bylaws.

ARTICLE VII

Liability of Officers and Directors

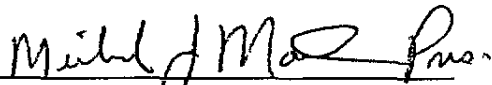
A director or officer of the Corporation shall not be liable to the Corporation or its shareholders for damages for breach of fiduciary duty as a director or officer unless the act or omission involves intentional misconduct, fraud, a knowing violation of law or the payment of an unlawful dividend.

ARTICLE IX

Indemnifications of Directors and Officers

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amount paid in settlement (before or after suit is commenced), actually and necessarily by such persons in connections with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer of the Corporation, or of such other corporation or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by law, agreement, vote of share holders or otherwise.

IN WITNESS WHEREOF, the undersigned President does hereby execute and acknowledge these Articles this 30 day of November, 2004.



MICHAEL MARTELLA, PRESIDENT

FILED

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS**

04 DEC -9 PM 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, Captain Tony's Pizza, Inc., hereby designates Michael Martella, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

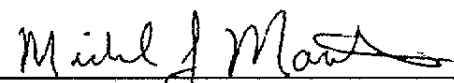
- (1) The name of the corporation is Captain Tony's Pizza, Inc.
- (2) The name and address of the registered agent and office is:

Michael Martella
1475 Covered Bridge Drive
DeLand, Florida 32724

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Captain Tony's Pizza, Inc., for services of process within the State of Florida.

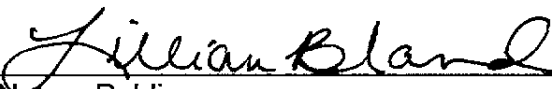
Dated: November 30, 2004


MICHAEL MARTELLA

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 30 day of November 2004, before me, an officer duly qualified to take acknowledgments, personally appeared MICHAEL MARTELLA, who is personally known or who produced his Florida Driver's License as identification, to be the person described in and who executed the foregoing who () did or () did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid, this 30 day of November, 2004.


Notary Public

(SEAL)



Lillian Bland
My Commission DD286744
Expires February 14, 2008