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March 10, 1997

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Department of State
Division of Corporations
& Document Examiner-New Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

Office Use Only

RE: PAPA JOE'S OF LAKE MARY, INC

Dears Sirs:

Enclosed are the "articles of incorporation" and a check for \$ 122.50 to cover the fees related to incorporating the above referenced company. If there are any questions, please contact Richard Grimaldi at (407) 423-8863. Thanking you in advance for your cooperation in this matter.

Sincerely,



Richard Grimaldi
Enclosures
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PAPA JOE'S OF LAKE MARY, 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 OF LAKE MARY, 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.

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: Ten Thousand (10,000) 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: 4205 LAKE MARY BLVD LAKE MARY, FLORIDA, 32746. 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 one director 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 name and street addresses of the members of the first board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GRIMALDI	4205 LAKE MARY BLVD, LAKE MARY, FL. 32746
GIUSEPPE GIAMBRONE	1090 MONTGOMERY ROAD, ALT. SPRINGS, FL 32714

ARTICLE X. SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GRIMALDI	4205 LAKE MARY BLVD, LAKE MARY, 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 4205 LAKE MARY BLVD LAKE MARY, FL 32746. The initial registered agent shall be 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 12 day of MARCH, 1997, 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

RICHARD GRIMALDI

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

Richard Grimaldi

RICHARD GRIMALDI
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF ORANGE

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

RICHARD GRIMALDI

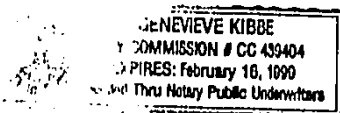
FLORIDA D.L. #

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 12 day of March, 1997.

Genevieve Kibbe

NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE FLORIDA