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BRUCE A. HOCHSTETLER

ATTORNEY AT LAW
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DAYTONA BEACH, FLORIDA 32118-4837

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 16 AM 11:42

June 12, 1997

BARS ADMITTED:
OHIO
FLORIDA

GENERAL PRACTICE OF LAW
(904) 252-2840
FAX: (904) 253-7802

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32301

100002213691--4
-06/16/97--01173--009
***122.50 ***122.50

Re: **PIZZARUS, INC.**

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,


BRUCE A. HOCHSTETLER

BAH:ad
Enclosure

EP
6-17-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
PIZZA R US, 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 the corporation shall be:

PIZZA R US, INC.

The principal place of business of this corporation shall be:

723 N. Atlantic Avenue, Daytona Beach, Florida 32118

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a No Dollar (\$0.01) par value.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be **723 N. ATLANTIC AVENUE, DAYTONA BEACH, FL 32118**, and the name of the initial registered agent of the corporation at that address is: **KIM FRY**.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

This corporation shall have three directors initially. The names and addresses of the initial members of the Board of Directors are:

Kim Fry, 438 Dylan Drive, Port Orange, Florida 32127
Daniel Szostak, 69 Woodview Drive, Port Orange, Florida 32127
Gabriel Alfie, 438 Dylan Drive, Port Orange, Florida 32127

ARTICLE IX: INCORPORATION

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

Kim Fry, 438 Dylan Drive, Port Orange, Florida 32127
Daniel Szostak, 69 Woodview Drive, Port Orange, Florida 32127
Gabriel Alfie, 438 Dylan Drive, Port Orange, Florida 32127

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of June, 1997.


Kim Fry

Having been named as registered agent for the above stated corporation, 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 obligations of Florida Statutes §607.0505.


Kim Fry, Registered Agent

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Kim Fry, (well known to me) (showed ID _____) as the person described in and who executed the foregoing instrument and acknowledged to and before me that she executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of June, 1997 in the County and State first above written.


NOTARY PUBLIC



Amy N. De Macio
MY COMMISSION # CC497674 EXPIRES
September 24, 1998
BONDED TROY TAYLOR INSURANCE, INC.

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CLERK OF STATE
DIVISION OF CORPORATE AFFAIRS