

99000064881

Daryl K. Nedelisky
Attorney and Counselor
at Law

1650 Northwest 38th Avenue
Ocala, Florida 34482
352-840-0020
Fax 352-620-0377

July 14, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Pennyfield Avenue Pizza Company

Dear Sir/Madam:

Enclosed please find for filing with the Secretary of State Articles of Incorporation (and photocopy) for the above named entity and the filing fee of \$78.75. It is my understanding that your office will provide a Certificate directly to my attention.

If you have questions concerning the enclosed, please let me know. Thank you for your assistance in this regard.

Sincerely,

400002932364--5
-07/15/99--01070--002
*****78.75 *****78.75

Daryl K. Nedelisky

DKN/
Enclosures

FILED
99 JUL 15 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PENNYFIELD AVENUE PIZZA COMPANY

FILED
99 JUL 15 AM 9:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Name. The name of this corporation is PENNYFIELD AVENUE PIZZA COMPANY.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to engage in any activity 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 common stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Effective Date and Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Principal Office. The street and mailing address of the initial principal office of this corporation is 2320 Southeast 38th Court, Ocala, Florida 34471.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 1650 Northwest 38th Avenue, Ocala, Florida 34482, and the name of the initial registered agent of this corporation at that address is Daryl K. Nedelisky.

ARTICLE VII

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IX

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors is as follows:

Robert G. Thomson	2320 S.E. 38th Court Ocala, Florida 34471
-------------------	--

Elizabeth A. Thomson	2320 S.E. 38th Court Ocala, Florida 34471
----------------------	--

ARTICLE X

Subscriber. The name and street address of each subscriber to these Articles of Incorporation is as follows:

Elizabeth A. Thomson	2320 S.E. 38th Court Ocala, Florida 34471
----------------------	--

ARTICLE XI

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XII

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

Indemnification. The corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the corporation; (ii) is or was serving at the request of the corporation as a director of another corporation; (iii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iv) is or was serving at the request of the corporation as an officer of another corporation, provided that he is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14 day of July, 1999.

Elizabeth Thomson (SEAL)

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 14 day of July, 1999 by Elizabeth A. Thomson, who is personally known to me or has produced FLORIDA D.E. as identification and who did/did not take an oath.

Daryl K. Nedelisky
Notary Public
Name of Notary Public:
Commission Number:



Daryl K. Nedelisky
Commission # CC 794908
Expires JAN. 17, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for PENNYFIELD AVENUE PIZZA COMPANY, I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated July 14, 1999.

Daryl K. Nedelisky

1999 JUL 15 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED