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RUSSELL H. CULLEN, P.A.
ATTORNEY AND COUNSELOR AT LAW
99228 OVERSEAS HIGHWAY
KEY LARGO, FLORIDA 33037

TELEPHONE
(305) 451-5787
TELECOPIER
(305) 451-5190

RUSSELL H. CULLEN

November 17, 1999

Division of Corporations
409 East Gaines St.
Tallahassee, FL. 32399

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-11/19/99--01076--002
*****78.75 *****78.75

Dear Sir/Madam,

Please find enclosed the original copy of Articles of Incorporation for Paradise Islands Pizza, Inc. and a check for \$78.75 to cover the cost. Please forward all documents back to this office upon completion. Thank you.

If you have any questions in regard to this matter please give me a call.

Very truly yours,



DARYL J. CULLEN

Encloses as stated

FILED
1999 NOV 19 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 23 1999

FILED

1999 NOV 19 PM 3: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARADISE ISLANDS PIZZA, INC.**

ARTICLE I - NAME

The name of the corporation is:

PARADISE ISLANDS PIZZA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 300 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

99228 Overseas Highway
Key Largo, Fl. 33037

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Russell H. Cullen, whose address is 99228 Overseas Hwy, Key Largo, Florida 33037.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one Director. However, the initial Board of Directors shall have three directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than ten. The names and addresses of the initial Board of Directors of the corporation are:

Brian Pastman
128 Estate Dr.
Cartersville, GA 30120

and

Brian Phillips
4732 Webster Way
Acworth, GA 30101

and

Gamaliel Phillips
125 A, The Hill
Front Royal, VA 22630

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Russell H. Cullen, Esq., 99228 Overseas Hwy., Key Largo, FL 33037.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of November, 1999.

Russell H. Cullen
Russell H. Cullen
Incorporator

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Russell H. Cullen, who [] is personally known to me or [] has produced _____ as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

Aida C. Palma
Notary Public
NOTARY PUBLIC, STATE OF FLORIDA
AIDA C. PALMA
COMMISSION NO. CC865572
MY COMMISSION EXPIRES
AUGUST 1, 2001
AIDA C. PALMA
My Commission Expires: 8/1/2001

FILED

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

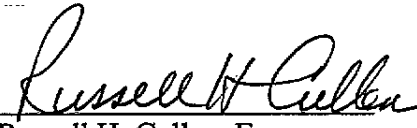
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to and in compliance with Section 48.091 and Section 706.034, Florida Statutes:

PARADISE ISLANDS PIZZA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 99228 Overseas Highway, Key Largo, Monroe County, State of Florida, names as its agent to accept service of process within this State: Russell H. Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Russell H. Cullen, Esq.
Registered Agent

Date: November 16, 1999