

**MARLOWE, APPLETON & WEATHERFORD, P.A.**  
*Attorneys and Counselors at Law*  
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WINTER PARK, FLORIDA 32789-2366  
(407) 629-5008

**A01000000129**

MICHAEL J. APPLETON  
MICHAEL L. MARLOWE  
WILLIAM P. WEATHERFORD, JR.  
BRADLEY K. ALLEY

PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

January 19, 2001

**VIA REGULAR MAIL**

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

000003562790--0  
-01/22/01--01103--003  
\*\*\*\*\*927.50 \*\*\*\*\*927.50

Re: Articles of Incorporation of Ladigo's Pizza, Inc. and Certificate of Limited Partnership and Affidavit of Capital Contributions of Ladigo's Pizza, Ltd.

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Ladigo's Pizza, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before January 29, 2001.

**Once the Articles of Incorporation for Ladigo's Pizza, Inc. have been filed, please file the Certificate of Limited Partnership and Affidavit of Capital Contributions of Ladigo's Pizza, Ltd.** A check for the sum of \$927.50 has been enclosed to cover the filing fee, fee for designation of registered agent, certified copy fee and Certificate of Status fee. please return the certified copy to this office.

Once the Articles of Incorporation and Certificate of Limited Partnership and Affidavit of Capital Contributions have been filed, please return the certified copies and Certificates of Status to this office.

Sincerely yours,

*Bill Weatherford, Jr.*

William P. Weatherford, Jr.

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**QR**

WPWjr/ddd  
Enclosures

cc: Charles W. Ladigo  
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CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LADIGO'S PIZZA, LTD.,  
a Florida limited partnership

The undersigned President of the sole general partner, LADIGO'S PIZZA, INC., desiring to form a limited partnership on behalf of the sole general partner pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as set forth in Sections 620.101 - 620.186, of the Florida Statutes, hereby stated the following:

1. The name of the Partnership is LADIGO'S PIZZA, LTD.
2. The address of the office of the Partnership is 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789.

3. The agent for service of process on the Partnership is William P. Weatherford, Jr. and his address is 1031 West Morse Blvd., Suite 105, Winter Park, Florida 32789.

4. The name and business address of the sole general partner is as follows:

LADIGO'S PIZZA, INC.  
1031 W. Morse Blvd., Suite 105  
Winter Park, Florida 32789

801-8509

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5. The mailing address of the Partnership is 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789.

6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

7. The effective date of this Certificate of Limited Partnership shall be the date that it is filed with the Secretary of State of the State of Florida.

8. A conveyance or encumbrance of real property or any interest therein held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by Charles W. Ladigo, as President of LADIGO'S PIZZA, INC., the sole general partner of the Partnership.

The execution of this Certificate of Limited Partnership by the President of the sole general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the President of the sole general partner of LADIGO'S PIZZA, LTD. this \_\_  
\_day of January, 2001.

GENERAL PARTNER:

LADIGO'S PIZZA, INC.,  
General Partner

By: \_\_\_\_\_

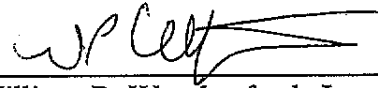
Charles W. Ladigo

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31 JAN 22 PM 5:00  
SECRETARY OF STATE  
111 ALICE ST. MINNAPOLIS, MN 55401

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for LADIGO'S PIZZA, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



William P. Weatherford, Jr.

Date: 1-19-01

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TALLAHASSEE, FLORIDA

LADIGO'S PIZZA, LTD.  
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF NORTH CAROLINA       )  
  )  
COUNTY OF Union                    )

BEFORE ME, the undersigned, personally appeared Charles W. Ladigo, President of LADIGO'S PIZZA, INC., the sole general partner of LADIGO'S PIZZA, LTD., a Florida limited partnership (the "Partnership"), whose business address is 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789, who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$120,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the limited partners is zero.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: January 04, 2001.

GENERAL PARTNER:

LADIGO'S PIZZA, INC.

By: \_\_\_\_\_

Charles W. Ladigo, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA )  
COUNTY OF Union )

BEFORE ME, the undersigned authority this 4<sup>th</sup> day of January, 2001, personally appeared Charles W. Ladigo, who    is personally known to me or who    has produced NCDL 20144499 as identification and who did take an oath.

Fay S. Rushing  
NOTARY PUBLIC

FAY S. Rushing  
(Type or Print Name of Notary)

(SEAL)

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SECRETARY OF STATE  
FILING OFFICE  
Raleigh, NC