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

SUZANNE BARKETT
Of Counsel

February 18, 1998

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

Re: Certificate of Limited Partnership and Affidavit of Capital Contributions
of Gateway Pizza, Ltd.; Articles of Incorporation of Variety Pizza
Corporation

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Variety
Pizza Corporation. Also, enclosed is the original and a copy of the Certificate of Limited
Partnership and Affidavit of Capital Contributions of Gateway Pizza, Ltd. Finally, enclosed
with this letter is check for the sum of \$1,120.00 to cover the filing fees, fees for
designation of registered agent and certified copy fees.

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

Sincerely yours,


William P. Weatherford, Jr.

WPWjr
Enclosures
cc: Timothy W. McGrath
Ronald J. Weiss
Vincent J. Giovenco

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W. P. Verifier	

CERTIFICATE OF LIMITED PARTNERSHIP
OF
GATEWAY PIZZA, LTD.,
a Florida limited partnership

The undersigned President of the sole general partner, GATEWAY PIZZA COMPANY, 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 GATEWAY PIZZA, LTD.

2. The address of the office of the Partnership is 1031 West 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:

VARIETY PIZZA CORPORATION
1031 West Morse Blvd., Suite 105
Winter Park, Florida 32789

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

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 Timothy W. McGrath, as President of VARIETY PIZZA CORPORATION, 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 GATEWAY PIZZA, LTD. this 13th day of February, 1998.

GENERAL PARTNER:

VARIETY PIZZA CORPORATION
General Partner


By: Timothy W. McGrath
Timothy W. McGrath

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SECRETARY OF STATE
STATE OF FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GATEWAY 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: Feb 18, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GATEWAY PIZZA, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF GEORGIA)
)
COUNTY OF _____)

BEFORE ME, the undersigned, personally appeared Timothy W. McGrath, President of VARIETY PIZZA CORPORATION, the sole general partner of GATEWAY PIZZA, LTD., a Florida limited partnership (the "Partnership"), whose business address is 1031 West 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 \$130,000.00.

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: February 12, 1998.

GENERAL PARTNER:

VARIETY PIZZA CORPORATION

By: Timothy W. McGrath
Timothy W. McGrath, President

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CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

STATE OF GEORGIA)
COUNTY OF Gwinnett

BEFORE ME, the undersigned authority this 17th day of February, 1998,
personally appeared Timothy W. McGrath, who is personally known to me or who has
produced Drivers License as identification and who did take an oath.

Dorothy Smith
NOTARY PUBLIC

Notary Public, Gwinnett County, Georgia.
My Commission Expires June 21 1998.

(SEAL)

Dorothy Smith
(Type or Print Name of Notary)

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GEORGIA