



THE UNITED STATES
CORPORATION
COMPANY

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FILED
00 JAN 31 PM 3:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 569790 80573A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 31, 2000

ORDER TIME : 11:33 AM

ORDER NO. : 569790-005

CUSTOMER NO: 80573A

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*****78.75 *****78.75

CUSTOMER: Edward A. Millis, Esq.
EDWARD A. MILLIS, PA
EDWARD A. MILLIS, PA
Suite 4
1414 West Granada Boulevard
Ormond Beach, FL 32174

DOMESTIC FILING

NAME: PAPA ROCCO'S, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PL 1/31/2000 ✓

RECEIVED
00 JAN 31 PM 12:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAPA ROCCO'S, INC.

FILED
00 JAN 31 PM 3: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is PAPA ROCCO'S, INC. The mailing address of the corporation is: 15 Morning Dew Trail, Ormond Beach, FL 32174

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purposes

The general purposes for which this corporation is initially organized are as follows: To conduct a food processing company, to design, manufacture, assemble, sell, install, distribute or otherwise deal in all types of equipment, appliances, products and devices; to own personal property; to own, hold, lease, improve and develop real estate; engage in any type of lawful business; lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

Article IV - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred thousand (100,000) shares of common voting stock with a par value of ten cents (\$.10) per share. All stock issue shall be fully paid.

Article V - 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 VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 15 Morning Dew Trail, Ormond Beach, Florida 32174, and the name of the initial registered agent of this corporation at that address is Rocco B. Novello who hereby accepts such designation by his signature hereto.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The

name and address of the initial director of this corporation is:

Name

Address

Rocco B. Novello

15 Morning Dew Trail
Ormond Beach, FL 32174

Article VIII - Incorporator

The name and address of the person signing these articles is:

Name

Address

Rocco B. Novello

15 Morning Dew Trail
Ormond Beach, FL 32174

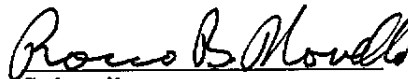
Article IX - Indemnification

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

Article X - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

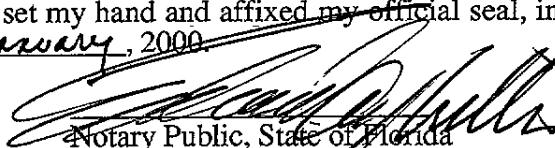
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 28th day of January, 2000.

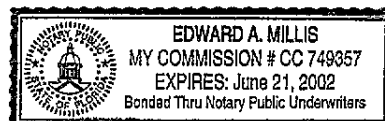

Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Rocco B. Novello, who produced a driver's license as identification and who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of January, 2000.


Notary Public, State of Florida
My Commission expires:



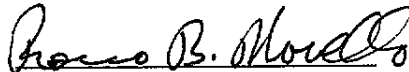
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

PAPA ROCCO'S, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Ormond Beach, County of Volusia, State of Florida, has named Rocco B. Novello, located at 15 Morning Dew Trail, Ormond Beach, Florida 32174, as its agent to accept service of process within this state.

ACCEPTANCE

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


Rocco B. Novello
Registered Agent

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00 JAN 31 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA