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February 3, 2000

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

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

Re: **American Pizza Express Loretto, Inc.**
Our File No. 14065

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for the above referenced corporation for filing. Our check in the amount of \$78.75 is enclosed for the filing fees.

Please return a certified copy of the articles to me.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS

Dorothy Pearce
Dorothy E. Pearce
Paralegal

dep
Enclosures

FILED
00 FEB -7 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 FEB -7 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AMERICAN PIZZA EXPRESS LORETTO, INC.**

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is AMERICAN PIZZA EXPRESS LORETTO, INC. Its principal place of business is 3121 Venture Place, Suite 1, Jacksonville, Florida 32257.

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the purpose of developing retail food establishments, all services related thereto, and all other lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3121 Venture Place, Ste. 1, Jacksonville, Florida 32257 and the name of the initial registered agent of this corporation at that address is Kent H. Schmidt. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kent H. Schmidt	1003 Greenridge Road Jacksonville, FL 32207
Cyndi C. Schmidt	1003 Greenridge Road Jacksonville, FL 32207
James H. Efstathion	13201 Mandarin Road Jacksonville, FL 32223
Cheryl T. Efstathion	13201 Mandarin Road Jacksonville, FL 32223

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kent H. Schmidt	1003 Greenridge Road Jacksonville, FL 32207

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 27th day of January, 2000.

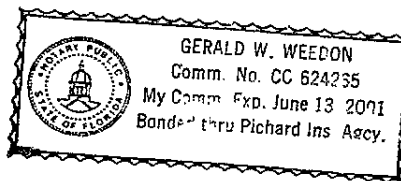
Kent H. Schmidt (SEAL)
KENT H. SCHMIDT, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Kent H. Schmidt to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of AMERICAN PIZZA EXPRESS LORETTO, INC. and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Jacksonville,
Duval County, Florida, this 1st day of
February, 2000.

[Signature]
Notary Public, State of Florida
at Large
My Commission Expires: _____
(Notarial Seal)

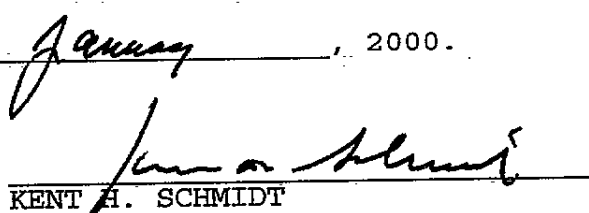


CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
AMERICAN PIZZA EXPRESS LORETTO, INC.

FILED
00 FEB -7 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon AMERICAN PIZZA EXPRESS LORETTO, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3121 Venture Place, Suite 1, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 27th day of January, 2000.


KENT H. SCHMIDT
Registered Agent