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March 22, 2000

Florida Department of State  
409 E. Gaines St.  
Tallahassee, FL 32301

FILED  
00 MAR 27 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Valantis Pizza Restaurant, Inc.

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation for Valantis Pizza Restaurant, Inc. Also enclosed is a check in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles to be returned to this office in the enclosed return envelope.

Thank you for your assistance in this matter.

Sincerely,



Jennifer Norris  
Legal Assistant to  
Charles F. Barber, Esq.

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-03/27/00--01112--015  
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/jn

Enclosures

MAR 31 2000

**ARTICLES OF INCORPORATION  
OF  
VALANTIS PIZZA RESTAURANT, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the Corporation is VALANTIS PIZZA RESTAURANT, INC., (hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United State and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2704 Woodview Court, Clearwater, Florida 33761 and the mailing address is the same.

**ARTICLE IV - OFFICERS**

The officers of the Corporation shall be:

|                      |                      |
|----------------------|----------------------|
| President:           | Christos N. Aleveras |
| Vice-President:      | Vassiliki Aleveras   |
| Secretary/Treasurer: | Ouiania Politis      |

whose addresses shall be the same as the principal office of the Corporation.

**ARTICLE V - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Christos N. Aleveras

whose address shall be the same as the principal office of the Corporation.

**ARTICLE VI - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have

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TALLAHASSEE, FLORIDA

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outstanding at any time is ONE THOUSAND (1000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE VII - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the consent of all of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Service of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

### **ARTICLE VIII - SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE IX - POWERS OF CORPORATION**

The corporation shall have the same powers as in individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **ARTICLE X - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

### **ARTICLE XI - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Alford, Barber & Mariani, Attorneys at Law, 1550 S. Highland Avenue, Suite B, Clearwater, Florida 33756. The name and address of the registered agent of this Corporation are Charles F. Barber, Esquire, 1550 S. Highland Avenue, Suite B, Clearwater, Florida 33756.

### **ARTICLE XIII - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend, or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### **ARTICLE XIV - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XV - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22<sup>nd</sup> day of March, 2000.


  
CHRISTOS N. ALEVERAS

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BE IT REMEMBERED, that on this 22<sup>nd</sup> day of March, 2000, personally appeared before me, a notary public of the State of Florida, CHRISTOS N. ALEVERAS, be well known and known to me to be the party to the foregoing Articles of Incorporation, and known to me personally to be such, and acknowledged the said Articles to be his act and deed, and that the facts therein stated are truly set forth, and that he is the party to the foregoing Articles for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Clearwater, in the County and State aforesaid on this 22<sup>nd</sup> day of March, 2000.

NOTARY PUBLIC

Sign   
Print \_\_\_\_\_


State of Florida at Large  
My Commission Expires:



Jennifer Norris  
MY COMMISSION # CC852136 EXPIRES  
July 6, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Charles F. Barber, Esquire, having a business office identical with the registered office named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



CHARLES F. BARBER, ESQUIRE

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