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June 19, 2000

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Divisions of Corporations  
P. O. Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

RE: Incorporation of Generations Pizzeria, Inc.

Gentlemen/Ladies:

Please find enclosed with this letter an original and two copies of Articles of Incorporation to be filed with your office. You will also find enclosed my check for recording of the same along with a self-addressed and stamped envelope to return a filed copy to me at my address.

Thank you for your help in this regard.

Sincerely,

Jerry W. Kassner, Jr.

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TALLAHASSEE FL 32314

Thompson JUN 30 2000

ARTICLES OF INCORPORATION

OF

GENERATIONS PIZZERIA, INC.

I.

Name

The name of this corporation is Generations Pizzeria, Inc.

II.

Nature of Business

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

III.

Capital Stock

This corporation is authorized to issue 10,000 shares of common stock having a par value of Ten Cents (\$.10) 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

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consideration as may be fixed by the Board of Directors of this corporation.

IV.

Term of Existence

The term for which this corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

V.

Principal Office

The initial principal office and mailing address of this corporation is 2975 Tunica Trail, Middleburg, FL 32068.

VI.

Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida is 2975 Tunica Trail, Middleburg, FL 32068, and the name of the initial registered agent of this corporation at that address is Jerry W. Kassner, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VII.

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Jerry W. Kassner, Jr.	2975 Tunica Trail Middleburg, Florida 32068
Adam W. Kassner	10200 Belle Rive Blvd Apt. #240 Jacksonville, FL 32257

VIII.

Incorporator

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

<u>Name</u>	<u>Address</u>
Jerry W. Kassner, Jr.	2975 Tunica Trail Middleburg, FL 32068

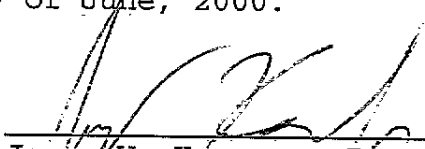
IX.

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 this corporation, 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.


IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 20 day of June, 2000.

  
\_\_\_\_\_  
Jerry W. Kassner, Jr.  
Incorporator

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 20 day of June, 2000, by Jerry W. Kassner, Jr. He is personally known to me or has produced \_\_\_\_\_ as identification.

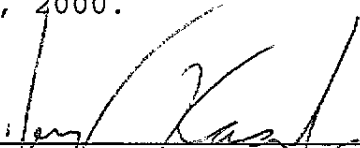
  
\_\_\_\_\_  
Notary Public, State of Florida  
Printed Carl L. Davidson

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
GENERATIONS PIZZERIA, INC.

FILED  
00 JUN 29 PM 2:10  
TALLAHASSEE

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon GENERATIONS PIZZERIA, 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 2975 Tunica Trail, Middleburg, Florida 32068.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Clay County, Florida, on this \_\_\_\_ day of June, 2000.

  
\_\_\_\_\_  
Jerry W. Kassner, Jr.,  
Registered Agent