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Total Business Improvement

August 15, 2000

Division of Corporations  
Filing Section  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
00 AUG 21 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ref: Pizza Gallery & Grill, Inc.

Dear Sir/Madam:

On behalf of our client, Pizza Gallery & Grill, Inc., please find attached the original and a copy of their Articles of Incorporation, along with their check for \$122.50 to cover filing and certified copy fees.

Please file the attached articles and registered agent documents as quickly as possible and return to us at the address on this letterhead.

Thank you for your cooperation in this regard,

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-08/21/00--01079--020  
\*\*\*\*122.50 \*\*\*\*78.75

Lou Ann Weeks  
Secretary

Attachments

F. C. [unclear]  
AUG 24 2000

**ARTICLES OF INCORPORATION  
FOR  
PIZZA GALLERY & GRILL, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

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1. **Name.** The name of this corporation is **PIZZA GALLERY & GRILL, INC.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and State of Florida.
4. **Capital Stock.** The corporation is authorized to issue Ten Million (10,000,000) shares, all of voting Common Stock having a par value of one cent (\$0.01) per share.
5. **Initial Registered Office and Agent and the Principle Office.** The name and address of the initial registered agent and office and the principle office of this corporation is as follows:

Christopher Conneen  
4885 Hidden Creek Road  
Palm Shores, FL 32935

6. **Initial Board of Directors.** This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Christopher Conneen  
4885 Hidden Creek Road  
Palm Shores, FL 32935

Robin Conneen  
4885 Hidden Creek Road  
Palm Shores, FL 32935

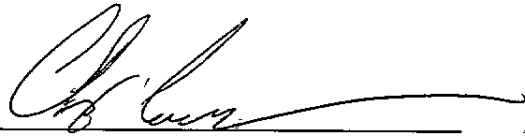
7. **Incorporators.** The name and address of the Incorporators signing these Articles of Incorporation are:

Christopher Conneen  
4885 Hidden Creek Road  
Palm Shores, FL 32935

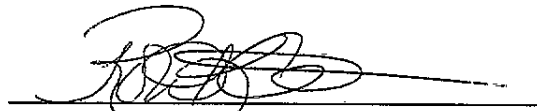
Robin Conneen  
4885 Hidden Creek Road  
Palm Shores, FL 32935

8. **Indemnification of Directors and Officers and Employees.** This corporation shall to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
9. **Amendment of Articles.** The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a sixty-seven percent (67%) vote.

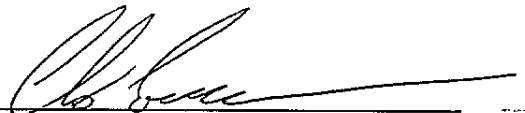
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 15 day of August 2000.



Christopher Conneen, Incorporator



Robin Conneen, Incorporator



Christopher Conneen, Registered Agent

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED AND THE PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

**Pizza Gallery & Grill, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Palm Shores, Florida and, County of Brevard, State of Florida, has named Christopher Conneen as its registered agent to accept service of process within this state.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505

  
\_\_\_\_\_  
Christopher Conneen, Registered Agent

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