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- OF COUNSEL -

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* Board Certified Civil Trial Lawyer
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September 5, 2000

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

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

Re: Incorporation of PIZZEROS, Inc.

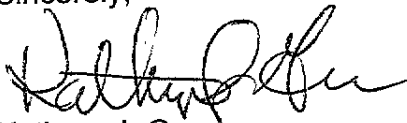
Dear Sirs/Madams:

Enclosed is the following document for filing, in duplicate.

1. Articles of Incorporation for Pizzeros, Inc.
2. Letter of Transmittal

Also enclosed is a check in the amount of \$78.75 to cover the cost of the filing and return of a certified copy. I have enclosed a self-addressed envelope for your convenience. If you have any questions, please contact our office.

Sincerely,



Kathryn J. Grace
Assistant to W. Wesley Marston

/kjg

Enclosures: a/s

FILED
00 SEP - 6 AM 11: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jeff
9/11

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

00 SEP -6 AM 11: 43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PIZZEROS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/ mailing address is:

500 NW 102 Terr
Gainesville, FL 32607

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To operate a restaurant and any other legal business.

ARTICLE IV SHARES

The number of shares of stock is:

Ten Thousand (10,000) Shares
Value of \$1.00 par Common

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Mark Leonard Waters
500 NW 102 Terr.
Gainesville, FL 32607 President/Director

Luisa A. Dempere
500 NW 102 Terr
Gainesville, FL 32607 Vice President/Secretary
Treasurer

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Mark Leonard Waters
500 NW 102 Terr.
Gainesville, FL 32607

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Mark Leonard Waters
500 NW 102 Terr.
Gainesville, FL 32607

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Mark L Waters
Signature/Registered Agent

9/1/00
Date

Mark L Waters
Signature/Incorporator

9/1/00
Date