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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 SEP 27 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FATCAT'S PIZZA & SUBS, INC.]

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
FATCAT'S PIZZA & SUBS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name and address of the corporation shall be:
FATCAT'S PIZZA & SUBS, INC.
13110 W. State Road 84, Davie, FL 33332

ARTICLE II

The Corporation may engage in or transact in any or all activity or business permitted under the laws of the United States and of the business permitted under the laws of the United States and of all State of Florida. The Corporation shall exist perpetually.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of one hundred (100) shares of one class of common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

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**ARTICLE VI
INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida are,

INITIAL REGISTERED AGENT: CAROL A. EMERY

INITIAL REGISTERED OFFICE: 13110 W. State Road 84
Davie, FL 33332

**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


CAROL A. EMERY, Registered Agent

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1).

**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Carol A. Emery, President, Vice President, Secretary and Treasurer.

The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders.

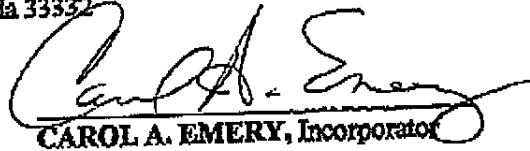
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ARTICLE IX

The Name and address of the Incorporator executing these Articles of Incorporation is,

INCORPORATOR: CAROL A. EMERY
ADDRESS: 13011 State Road 84
Davie, Florida 33332


CAROL A. EMERY, Incorporator

STATE OF FLORIDA .)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this _____, day of _____, 2000, by
CAROL A. EMERY, who is personally known to me or who has produced _____
as identification and who did (did not) take an oath.

My Commission Expires:

NOTARY PUBLIC:

State of Florida at Large

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