

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000108541

Hideaway Pizza of Florida, Inc.

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-11/21/00--01074--003
*****78.75 *****78.75

<input checked="" type="checkbox"/> Art of Inc. File <u>Cert</u>	EFFECTIVE DATE
<input type="checkbox"/> LTD Partnership File	<u>11-17-00</u>
<input type="checkbox"/> Foreign Corp. File	
<input type="checkbox"/> L.C. File	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Trade/Service Mark	
<input type="checkbox"/> Merger File	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> RA Resignation	
<input type="checkbox"/> Dissolution / Withdrawal	
<input type="checkbox"/> Annual Report / Reinstatement	
<input checked="" type="checkbox"/> Cert. Copy	
<input type="checkbox"/> Photo Copy	
<input type="checkbox"/> Certificate of Good Standing	
<input type="checkbox"/> Certificate of Status	
<input type="checkbox"/> Certificate of Fictitious Name	
<input type="checkbox"/> Corp Record Search	
<input type="checkbox"/> Officer Search	
<input type="checkbox"/> Fictitious Search	
<input type="checkbox"/> Fictitious Owner Search	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> Courier	

FILED
00 NOV 21 PM 2:17
RECEIVED
00 NOV 21 AM 10:29
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

W-27663

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 21, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., #1
TALLAHASSEE, FL 32301

SUBJECT: HIDEAWAY PIZZA OF FLORIDA, INC.
Ref. Number: W00000027663

We have received your document for HIDEAWAY PIZZA OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 300A00059729

ARTICLES OF INCORPORATION

OF

HIDEAWAY PIZZA OF NORTHWEST FLORIDA, INC.

FILED
00 NOV 21 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is Hideaway Pizza of Northwest Florida, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing on November 17, 2000 (which is the date that these Articles were executed and notarized).

EFFECTIVE DATE

ARTICLE III - PURPOSE:

11-17-00

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase

his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is William Scott Foster.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of the Corporation are Myra Ann Thompson and John W. Holland, all having a collective address for purposes hereof of 326 North Main Street, Crestview, Florida 32536.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these articles is as follows: William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the capital stock of the Corporation may be sold in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on November 17, 2000.

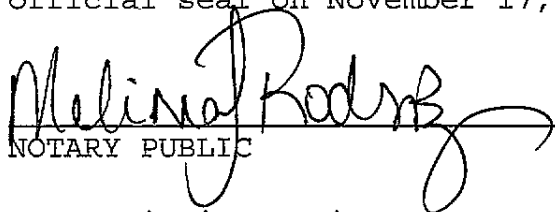

WILLIAM SCOTT FOSTER

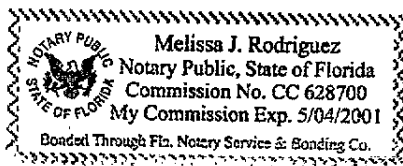
STATE OF FLORIDA)
)
COUNTY OF OKALOOSA)

Before me, the undersigned authority, personally appeared William Scott Foster, personally known to me to be the person described in the foregoing Articles of Incorporation of the Corporation, and such person acknowledged to and before me that

such person executed the Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal on November 17, 2000.


NOTARY PUBLIC



My commission expires:

This Instrument (Corporate.mac\
A-Inc.Mul) Prepared By:
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.
(William Scott Foster)
909 Mar-Walt Drive, Suite 1014
Fort Walton Beach, Florida 32547
(850) 863-4064

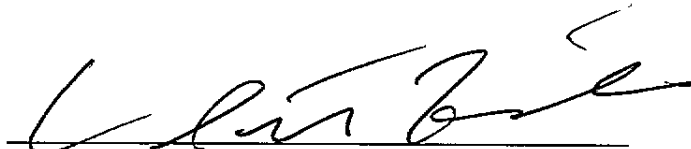
CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

Hideaway Pizza of Northwest Florida, ^{Inc.} the "Corporation"),
desiring to organize under the laws of the State of Florida, with
its registered office, as indicated in its Articles of
Incorporation, at 909 Mar-Walt Drive, Suite 1014, Fort Walton
Beach, Florida 32547, has named WILLIAM SCOTT FOSTER, located at
909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547,
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT.

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act, including those
relative to keeping open of said office.


WILLIAM SCOTT FOSTER

FILED
00 NOV 21 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA