382000



ACCOUNT NO. : 072100000032

REFERENCE: 957315

10040A

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: January 8, 2001

ORDER TIME : 3:01 PM

ORDER NO. : 957315-005

CUSTOMER NO:

10040A

CUSTOMER: Kathy Sapienza, Legal Asst

Stephen P. Sapienza, Esq

P.o. Box 635

Bunnell, FL 32110

DOMESTIC FILING

800003528878--8

NAME:

GAGE'S GOURMET PIZZA AND

SUBS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

___ CERTIFICATE OF LIMITED PARTNERSHIP

____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

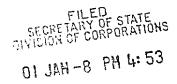
CERTIFIED COPY

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

GAGE'S GOURMET PIZZA AND SUBS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GAGE'S GOURMET PIZZA AND SUBS, INC.

The address of the principal office of this corporation shall be 119 Flagler Plaza Drive, Palm Coast, Florida 32137, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 60 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

SECRETARY OF STATE OF VISION OF CORPORATIONS

OF JAN -8 PM 4: 53

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 8, 2001.

CORPORATION SERVICE COMPANY

Its Agent Laura R Dunlau

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Laura R. Dunlap