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BASIC AMENDMENT

PAPA DOMINICK'S, INC.

Certificate of Status	1
Certified Copy	1
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AMEND  
KRB 9/14  
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

September 13, 2001

PAPA DOMINICK'S, INC.  
7350 N. LOCKWOOD RIDGE RD.  
SARASOTA, FL 34243

SUBJECT: PAPA DOMINICK'S, INC.  
REF: P01000008588

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

THE NAME MUST READ PAPA DOMINICK'S, INC., IN THE HEADING ON THE CERTIFICATE.

Please return 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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E01000098912  
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

**C-E-R-T-I-F-I-C-A-T-E**  
**OF**  
**AMENDMENT AND RESTATEMENT**  
**FOR**  
**PAPA DOMINICK'S, INC.**

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*The incorporator of Papa Dominick's, Inc., acting pursuant to Florida Statutes Sections 607.1005, 607.1006 and 607.1007, has amended and restated its Articles of Incorporation and hereby provides the following information as required by those statutes:*

**THE RESTATEMENT INCLUDES AMENDMENTS TO THE ARTICLES OF INCORPORATION REQUIRING SHAREHOLDER APPROVAL. BELOW IS THE INFORMATION REQUIRED BY FLORIDA STATUTE SECTION 607.1006:**

**FIRST:** The Articles of Incorporation of Papa Dominick's, Inc. are amended as follows:

Article III SHARES is hereby amended to read as follows:

**ARTICLE III      SHARES**

"The shares of stock that this corporation is authorized to have outstanding at any time is:

20,000,000 shares of common stock, par value \$.001 per share; and

10,000,000 shares of non-voting common, par value \$.001 per share which, except for voting rights, will have all of the other rights and privileges of the voting common stock.

A new Article VI, which reads as follows, is added to the Articles of Incorporation:

**"ARTICLE VI      INDEMNIFICATION**


The Board of Directors may indemnify the directors, officers, employees and agents of this Corporation to the fullest extent permitted by law."

**SECOND:** As no shares of the Corporation have yet been issued, the amendment does not have the effect of a reclassification of shares, though the amendment does provide for an increase in the number of authorized common shares, a change in the par value of the common shares and the authorization of non-voting common stock.

**THIRD:** This amendments were adopted on September 10, 2001.

**FOURTH:** The amendments were approved by the written consent of the sole incorporator acting pursuant to Florida Statutes Section 607.1005, prior to the issuance of any shares of the corporation's stock and prior to the appointment of a board of directors of the corporation.

Dated this 10<sup>th</sup> day of September, 2001

  
Vickie Giallombardo, sole incorporator

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**RESTATED ARTICLES OF INCORPORATION INCLUDING AMENDMENTS**  
**OF**  
**PAPA DOMINICK'S, INC.**

*Papa Dominick's Inc., acting pursuant to Florida Statutes Sections 607.1006 and 607.1007 hereby adopt the following Restated Articles of Incorporation with amendments:*

**ARTICLE I-NAME**

The name of the corporation shall be: PAPA DOMINICK'S, INC.

**ARTICLE II-PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

7350 N. Lockwood Ridge Road  
Sarasota, Florida 34243

**ARTICLE III-SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

20,000,000 shares of common stock, par value \$.001 per share; and

10,000,000 shares of non-voting common, par value \$.001 per share which, except for voting rights, will have all of the other rights and privileges of the voting common stock..

**ARTICLE IV-INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the registered agent is:

Vickie Giallombardo  
7350 N. Lockwood Ridge Road  
Sarasota, Florida 34243

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**ARTICLE V-INCORPORATORS**

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

Vickie Giallombardo  
7350 N. Lockwood Ridge Road  
Sarasota, Florida 34243

**ARTICLE VI-INDEMNIFICATION**

The Board of Directors may indemnify the directors, officers, employees and agents of this Corporation to the fullest extent permitted by law.

The undersigned, president of Papa Dominick's, Inc. has executed these Restated Articles of Incorporation this 10<sup>th</sup> day of September, 2001.

  
Vickie Giallombardo, Sole Incorporator

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