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TRANSMITTAL LETTER

February 19, 2001

RE: DOUGHBOYZ PIZZA, INC.

TO: Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400003746114--8
-02/21/01--01108--002
*****70.00 *****70.00

DOCUMENTS ENCLOSED:

Articles of Incorporation
Check for \$ 70.00

INSTRUCTIONS:

Please file, a certified copy of articles is not necessary.
Thank you.

Respectfully submitted,



Robert N. Lerner, Esquire
RNL/cbhb

No per Lynn T.
W01-4139

10-2-01
3-2-01

FILED
01 FEB 28 PM 3:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 21, 2001

ROBERT N. LERNER, ESQ.
PO BOX 1501176
ALTAMONTE SPRINGS, FL 32715

SUBJECT: DOUGHBOYZ PIZZA, INC.
Ref. Number: W01000004139

We have received your document for DOUGHBOYZ PIZZA, INC. and your check(s) totaling \$70.00. 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: 001A00011080

**ARTICLES OF INCORPORATION
OF
DOUGHBOYZ PIZZA & SUBS, INC.**

ARTICLE I - NAME

The name of the corporation is DOUGHBOYZ PIZZA & SUBS, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III-ADDRESS

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

P.O. Box 149731

Orlando, FL 32814-9731

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock and have a par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The initial registered office of this Corporation shall be 5120 Ferncrest Drive, Winter Park and the initial registered agent of this Corporation at such office shall be David J. Steindl who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

FILED
01 FEB 28 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders.

ARTICLES VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

David J. Steindl

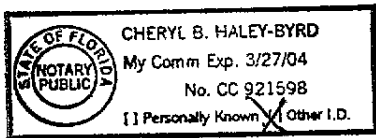
P.O. Box 149731, Orlando, FL 32814-9731

[Signature]

David J. Steindl, Incorporator

STATE OF FLORIDA
COUNTY OF

The foregoing Articles of Incorporation of DOUGHBOYZ PIZZA & SUBS, INC. were acknowledged before me this 1 day of March, 2001 by David J. Steindl as Incorporator.



[Signature]
Notary Public-State of Florida

Name: Cheryl B. Haley-Byrd

Address: 620 Jasmine Rd.
Altamonte Springs, FL 32701

My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DOUGHBOYZ PIZZA & SUBS, INC. at the place designated in the Articles of Incorporation, David J. Steindl agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office.

Date: 3/1/01

[Signature]

David J. Steindl