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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

March 27, 2001

VIA FEDEX

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Variety Pizza No. 2, Inc. and Certificate of
Limited Partnership and Affidavit of Capital Contributions of Gateway
Pizza No. 2 Limited Partnership

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Variety
Pizza No. 2, Inc., together with a check for \$78.75 to cover the filing fee, fee for designation
of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the
Articles, please see that the Articles are filed on or before April 12, 2001.

Once the Articles of Incorporation for Variety Pizza No. 2, Inc. have been filed,
please file the Certificate of Limited Partnership and Affidavit of Capital Contributions of
Gateway Pizza No. 2 Limited Partnership A check for the sum of \$873.25 has been
enclosed to cover the filing fee, fee for designation of registered agent, certified copy fee
and Certificate of Status fee. please return the certified copy to this office.

Once the Articles of Incorporation and Certificate of Limited Partnership and
Affidavit of Capital Contributions have been filed, please return the certified copies and
Certificates of Status to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: Timothy W. McGrath
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

VARIETY PIZZA NO. 2, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be VARIETY PIZZA NO. 2, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1430 Del Prado Blvd., South, Cape Coral, Florida 33904.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1430 Del Prado Blvd., South, Cape Coral, Florida 33904. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Timothy W. McGrath. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Timothy W. McGrath

1430 Del Prado Blvd., South
Cape Coral, Florida 33904

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, is:

Name

Address

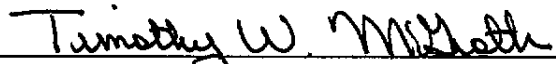
Timothy W. McGrath

1430 Del Prado Blvd., South
Cape Coral, Florida 33904

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 21 day of February, 2001.



Timothy W. McGrath

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:

Timothy W. McGrath
Timothy W. McGrath

Date:

2/21/2001

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