

DAVID S. PIERCEFIELD, P.A.
COUNSELLOR AT LAW
230 LOOKOUT PLACE, SUITE 200
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PO1000038698

April 12, 2001

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*****122.50 *****78.75

Via Federal Express-Standard Air

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

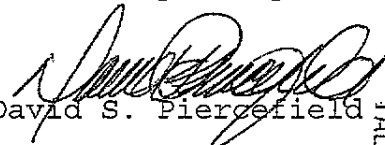
EFFECTIVE EX
04/10/01

Re: PAPA D'S, INC.

Dear Sir/Madam:

Enclosed for filing are two original sets of Articles of Incorporation for the above-named corporation, along with our check in the amount of \$122.50 to cover the cost of filing. Please return a certified copy of the Articles to the undersigned. If you have any questions, please contact me immediately.

Yours very truly,


David S. Piercefield

DSP/ab
Enclosures

FILED
01 APR 13 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 17 2001

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EFFECTIVE DATE
04/10/01

ARTICLES OF INCORPORATION
OF
PAPA D'S, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

01 APR 11 PM 12:34
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this Corporation shall be PAPA D'S, INC. The mailing address shall be 230 Lookout Place, Suite 200, Maitland, Florida 32751.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence its corporate existence as of April 10, 2001 and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to and use its credit to assist its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purposes any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV
CAPITAL STOCK

1. **Number and Class of Shares Authorized: Par value.**

This Corporation is authorized to issue 10,000 shares of voting common stock, having a par value of \$.01, which shall be designated "Common Stock".

2. **Voting Rights.**

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **No Preemptive Rights.**

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 230 Lookout Place, Ste., 200, Maitland, Florida 32751 and the initial registered agent of the Corporation at that address shall be David S. Piercefield. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) director. The number of directors of the Corporation shall be specified, from time to time, by the bylaws provided, however, that the number of directors shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Dennis Weaver
230 Lookout Place, Suite 200
Maitland, FL 32751

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

David S. Piercefield
230 Lookout Place, Suite 200
Maitland, Florida 32751

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees, incorporator(s) and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, incorporator(s) and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADING AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

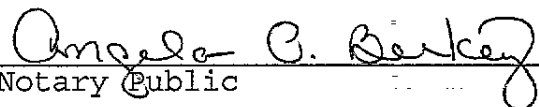
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 12th day of April, 2001.

 (Seal)
David S. Piercefield

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared David S. Piercefield personally known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 12th day of April, 2001..


Notary Public



Angela P Berkey
My Commission CC959892
Expires August 10, 2004

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICES OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

PAPA D'S, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated David S. Piercefield as its registered agent to accept service of process within the State of Florida with its registered office located at 230 Lookout Place, Ste. 200, Maitland, Florida 32751.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of the Florida Business Corporation Act, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 12th day of April, 2001



David S. Piercefield, Registered Agent

FILED
01 APR 13 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA