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April 19, 2001

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-04/25/01--01071--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**TO:**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Imperial Pizza Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation along with a money order in the amount of \$70.00.

Kindly mail the filed copy with document number directly to the registered agent.  
Thank you.

**FROM:** Molly A. Tagtow  
4491 Lubec Ave.  
North Port, FL 34287

FILED  
01 APR 23 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

10-26-01  
WJ

**ARTICLES OF INCORPORATION**

**OF**

**Imperial Pizza Inc.**

FILED  
01 APR 25 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be Imperial Pizza Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 1000 shares of Capital Stock at \$1.00 (One Dollar) par value.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall

have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL OFFICERS**

The number of directors on this corporation's Initial Officers shall be 1. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The name and address of each individual who shall serve as a member of the Initial officers are:

**President**

Molly A. Tagtow  
4491 Lubec Ave.  
North Port, FL 34287

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 4491 Lubec Ave., North Port, FL 34287.

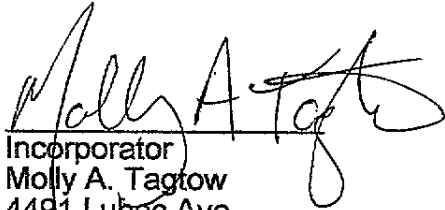
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Molly A. Tagtow.

#### **ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: Molly A. Tagtow, 4491 Lubec Ave., North Port, FL 34287.

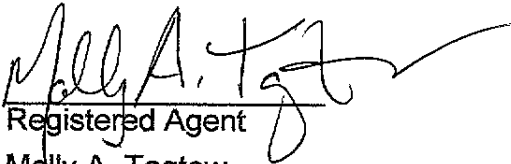
**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Incorporator  
Molly A. Tagtow  
4491 Lubec Ave.  
North Port, FL 34287

I hereby accept my designation as resident agent and agree to serve as the resident agent of Imperial Pizza Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Imperial Pizza Inc.



Registered Agent  
Molly A. Tagtow  
4491 Lubec Ave.  
North Port, FL 34287