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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW
ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

June 6, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/08/01--01020--004
*****70.00 *****70.00

Re: Joseph's Pizza, Inc.

Dear Sir:

Enclosed are original and one copy of Articles of Incorporation for the referenced corporation. Please file the original and return a stamped copy to me. Our check for $70.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely yours,

Kathy Cold

KATHLEEN HOLBROOK COLD

FILED
01 JUN -8 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KHC/lh
Enclosures
cc: Mrs. Rose Bateh

JUN 12 2001

FILED
01 JUN -8 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOSEPH'S PIZZA, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: JOSEPH'S PIZZA, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares,

merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

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

10,000 Shares of Common Stock of par value of $1.00 per share.

Cumulative voting shall not be permitted.

The shareholders may, by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 7316 North Main Street, Jacksonville, Florida 32208. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to

time, by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

Name	Address
Suzanne Bateh	7316 North Main Street Jacksonville, Florida 32208
Rose Bateh	7316 North Main Street Jacksonville, Florida 32208

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

Name	Address
Kathleen Holbrook Cold	Suite 2301 One Independent Drive Jacksonville, Florida 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and

assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be Suite 2301, One Independent Drive, Jacksonville, Florida, 32202, and the registered agent at that same address is Kathleen Holbrook Cold.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

holder or holders of a majority of the stock entitled to vote thereon.

Kathleen H Cold

KATHLEEN HOLBROOK COLD

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Kathleen H Cold

KATHLEEN HOLBROOK COLD

FILED
01 JUN -8 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared KATHLEEN HOLBROOK COLD, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 6th day of June, A.D. 2001.

Leslie B Hawes
Notary Public

My Commission Expires:
Commission Number:

LESLIE B. HAWES
Notary Public, State of Florida
My Comm. Expires Oct. 10, 2003
Comm. No. CC878490