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January 2, 2002

Secretary of State
Corporate Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

Re: Pizzaheads, Inc.
(Incorporation)
Our File No.: M-7083-M

400004750574--4
-01/04/02--01012--002
*****70.00 *****70.00

Dear Sir or Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Registered agent fee	<u>35.00</u>
TOTAL	<u>\$ 70.00</u>

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned.

Please do not hesitate to contact this office should you have any questions or require any additional information. Your prompt attention to this matter would be greatly appreciated.

Sincerely,

Jenice C. Jones, CLA
Jenice C. Jones, CLA
Certified Legal Assistant to
EDSEL F. MATTHEWS, JR., ESQUIRE

/jcj
Enclosure(s)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN-4 PM 1:05

1-7-02
WC

ARTICLES
OF
INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -4 PM 1:05

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I - NAME & ADDRESS

The name of this corporation is Pizzaheads, Inc. and the address of the corporation is 916 East Gregory Street, Pensacola, Florida 32501.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these articles of incorporation.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the ownership, operation and management of a pizza style restaurant or any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V - AMENDMENT OF ARTICLES

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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 308 South Jefferson Street, Pensacola, Florida 32501, and the name of this corporation's initial registered agent is Edsel F. Matthews, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1) whose name and address is Rob Mackey, of 916 East Gregory Street, Pensacola, Florida.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is Edsel F. Matthews, Jr., 308 Jefferson Street, Pensacola, Florida 32501.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31st day of December, 2001.



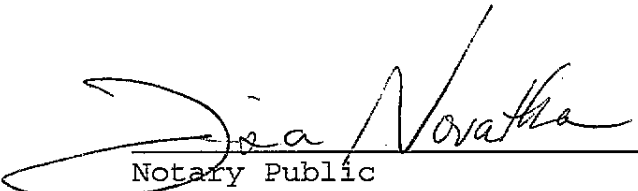
EDSEL F. MATTHEWS, JR.

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared Edsel F. Matthews, Jr. to me well known to be the person described in and who freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 31st day of December, 2001.



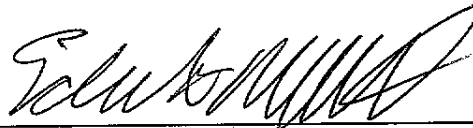
Notary Public
My Commission Expires:

LISA NOVATKA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC880580
EXPIRES 1/4/2004
BONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edsel F. Matthews, Jr., hereby accept the appointment as registered agent for Pizzaheads, Inc., as set forth in its Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 31st day of December, 2001.



Edsel F. Matthews, Jr.

FILED
SECRETARY OF STATE
02 JAN -4 PM 1:05
INCORPORATIONS