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JEFFREY P. WHITTON
ATTORNEY AT LAW

TELEPHONE (850) 769-7040

565 HARRISON AVENUE
P. O. Box 1956
PANAMA CITY, FLORIDA 32401

TELEFAX (850) 769-3014

March 7, 2002

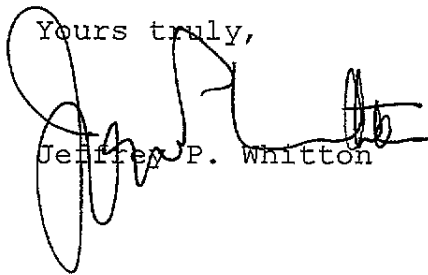
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****157.50 *****78.75

RE: Night Owl Pizza, Inc.
Bay Realty, Inc.

Enclosed please find the original and a copy of the Articles of
Incorporation for Night Owl Pizza, Inc. and Bay Realty, Inc.
Please return a file stamped copy.

Yours truly,


Jeffrey P. Whitton

JPW/ch

Enclosure: Check No. 23757

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -8 AM 10:49

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
NIGHT OWL PIZZA, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Night Owl Pizza, Inc. The principal place of business and mailing address of the corporation is 555 Beckrich Road, Panama City Beach, FL 32407.

ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V

The street address of the initial registered officer of this corporation is Wayne Brock, 555 Beckrich Road, Panama City, Florida, 32407, and the name of the initial registered agent of this corporation at that address is Wayne Brock.

ARTICLE VI

This corporation shall have one director initially. The

number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Wayne Brock
555 Beckrich Road
Panama City Beach, FL 32407

ARTICLE VII

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

Wayne Brock
555 Beckrich Road
Panama City Beach, FL 32407

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of March, 2002.


Wayne Brock

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE


In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

Night Owl Pizza, Inc., desiring to organize under the laws of the State of Florida, has designated 555 Beckrich Road, Panama City Beach, Florida, 32407, as its initial Registered Office and has named Wayne Brock, 555 Beckrich Road, Panama City Beach, Florida, 32407, as its agent to accept service of process within this state.


Wayne Brock

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment and agree to comply with the provisions of said act relative to keeping open said office.


Wayne Brock