CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 T-\$00-342-8062 • Fax (850) 222-1222 100005638271----05/30/02--01001--004 *****70.00 ******70.00 Art of Inc. File LTD Partnership File____ Foreign Corp. File_____ L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File RA Resignation_ Dissolution / Withdrawal_ Annual Report / Reinstatement____ Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name____ Corp Record Search____ Officer Search Fictitious Search 7,100,15635 Fictitious Owner Search Signature Vehicle Search Driving Record_ Requested by: UCC 1 or 3 File_ UCC 11 Search_ Name Time UCC 11 Retrieval_

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Will Pick Up



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 30, 2002

CAPITAL CONNECTION

SUBJECT: PALM BAY PIZZA, INC Ref. Number: W02000015635 DIVISION OF VEH PRATION

We have received your document for PALM BAY PIZZA, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown Document Specialist New Filings Section

Letter Number: 202A00034943

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE



NEXT JAX PIZZA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is NEXT JAX PIZZA, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1851 Palm Bay Road N.E., #8, Palm Bay, FL 32905.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert L. Shear, Esquire, 2790 Sunset Point Road, Clearwater, FL 33759.

ARTICLE V: INCORPORATOR

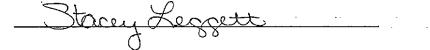
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is President/ Director: Christopher Smith, Vice-President/ Director: Bart Huntoon, 1851 Palm Bay Road NE, #8, Palm Bay, FL 32905.

The undersigned has executed these Articles of Incorporation this 29th day of May 2002.

"Capital Connection, Inc. by Stacey Legget, Client Representative"



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT L. SHEAR, An individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of NEXT JAX PIZZA, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

ROBERT I SHEAF