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Doreen Doe

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June 6, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100005726451--6
-06/07/02--01073--009
*****78.75 *****78.75

Re: P.H.D. PIZZA & SUBS, INC.

To Whom It May Concern:

Enclosed please find the original and a copy of the Articles of Incorporation for P.H.D. PIZZA & SUBS, INC., a check in the amount of \$78.75, which constitutes payment for the filing fee, certified copy and registered agent fee.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to this office in the enclosed Fed Ex envelope.

Your prompt attention to this matter would be appreciated.

Very truly yours,


DOREEN DOE

DD/mm
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

P.H.D. PIZZA & SUBS, INC.

THE UNDERSIGNED, to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

P.H.D. PIZZA & SUBS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is:

(a) To engage in any lawful business, trades, occupations and professions, as permitted under the Laws of the United States and the State of Florida.

(b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect, or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances, and to manage operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, by the Corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or

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interest therein.

(c) To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(d) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g) 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 evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out contracts
(2)

and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts abovenamed.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III -CAPITAL STOCK

The maximum number of shares of stock that this Corporation

is authorized to issue is 100 shares of no par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - BUSINESS ADDRESS

The business address of the Corporation shall be 2500 5th Avenue North, St. Petersburg, Florida 33713. The mailing address of the Corporation shall be the same.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this Corporation is to be:

2500 5th Avenue North
St. Petersburg, FL 33713

The initial Registered Agent of this Corporation is:

DENNIS JAMES MORGAN

ARTICLE VII - DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

David W. Wilson
2500 5th Avenue North
St. Petersburg, FL 33713

Dennis James Morgan
2500 5th Avenue North
St. Petersburg, FL 33713

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are :

DENNIS JAMES MORGAN
2500 5th Avenue North
St. Petersburg, FL 33713

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director or any former officer, director or incorporator, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 5th day of June, 2002.


DENNIS JAMES MORGAN
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DENNIS JAMES MORGAN, to me known to be the individual described in or who has produced _____ as identification and who did take an oath and who executed the foregoing Articles of Incorporation, and acknowledged before me

that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the County and State
aforesaid this 5th day of June, 2002.



Doreen Doe
Commission # CC 940214
Expires June 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Doreen Doe
DOREEN DOE
NOTARY PUBLIC
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
FOLLOWING IS SUBMITTED:

FIRST--THAT P.H.D. PIZZA & SUBS, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED
DENNIS JAMES MORGAN, LOCATED AT CITY OF ST. PETERSBURG, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

Dennis James Morgan
CORPORATE OFFICER

President
TITLE

June 5, 2002
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dennis James Morgan
RESIDENT AGENT
June 5, 2002
DATE

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TALAMON, FLORIDA