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TRANSMITTAL LETTER

FILED
02 JUL 17 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FL. 32314

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-07/17/02--01009--019
*****78.75 *****78.75

SUBJECT : MAMA'S PIZZA OF PASCO , INC.
PROPOSED CORPORATE NAME

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE COPY OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN
THE AMOUNT OF : \$ 78.75

AN ADDITIONAL ORIGINAL COPY OF THE ARTICLES OF INCORPORATION
WILL BE INCLUDED, WHEN A CERTIFIED COPY IS REQUESTED.

PLEASE : RETURN TO

LIBERTY CONSULTING SERVICE
P.O.BOX 3040
SPRING HILL, FL. 34611-3040

PH. (352) 683-9850

SE
7/17

ARTICLES OF INCORPORATION
OF
MAMA'S PIZZA OF PASCO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I : NAME

THE NAME OF THIS CORPORATION SHALL BE :
MAMA'S PIZZA OF PASCO, INC.

ARTICLE II : DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SAME SHALL COMMENCE IT'S CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE III : PURPOSE

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED INCLUDES THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607.0202 OF THE FLORIDA STATUTES.

ARTICLE IV : GENERAL POWERS

THIS CORPORATION SHALL HAVE THE FOLLOWING
CORPORATE POWERS , TO-WIT :

- A. TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED OR IN ANY MANNER REPRODUCED.
- B. TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD , IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OF ANY INTEREST THEREIN , WHEREVER SITUATE.
- C. TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER AND OTHERWISE DISPOSE OF ALL OR ANY PART OF IT'S PROPERTY AND ASSETS.
- D. TO LEND MONEY TO AND USE IT'S CREDIT TO ASSIST ITS OFFICERS AND EMPLOYEES IN ACCORDENCE WITH SECTION 607.141.
- E. TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF.

- F. TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE IT'S NOTES, BONDS AND OTHER OBLIGATIONS AND SECURE ANY OF IT'S OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF IT'S PROPERTY, FRANCHISES AND INCOME.
- G. TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND RE-INVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED.
- H. TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWER GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE.
- I. TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.
- J. TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAWS OF THIS STATE, FOR THE ADMINISTRATION AND REGULATION OF THE AFFAIRS OF THE CORPORATION.
- K. TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC, OR EDUCATIONAL PURPOSES.
- L. TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY.
- M. TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE.

N. TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT IT'S PURPOSE.

ARTICLE V : SHARES OF STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE SHALL BE ONE THOUSAND SHARES OF COMMON CLASS ONLY WITH A PAR VALUE OF [\$ 1.00] DOLLAR PER SHARE. EACH HOLDER OF COMMON STOCK IN THIS CORPORATION SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE OF COMMON STOCK HELD BY HIM OR HER.

ARTICLE VI : PRE – EMPTIVE RIGHTS

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE PRE-EMPTIVE RIGHTS TO ACQUIRE UNISSUED OR TREASURY SHARES OF THE CORPORATION, OR SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION.

ARTICLE VII : PRINCIPLE PLACE OF BUSINESS

THE STREET ADDRESS OF THE CORPORATION'S PRINCIPLE PLACE OF BUSINESS IS AS FOLLOWS, TO-WIT
13137 ONEIDA SPRING HILL, FL. 34609

ARTICLE VIII : REGISTERED AGENT

THE NAME AND ADDRESS OF THE CORPORATION'S
INITIAL REGISTERED AGENT FOR PROCESS OF SERVICE IS AS
FOLLOWS : GARY MASTERS 13137 ONEIDA , SPRING HILL
FLORIDA 34609

ARTICLE IX : BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION
SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT
NUMBER THEREOF TO BE FIXED BY THE BYLAWS OF SAID
CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL
CONSIST OF ONE/TWO MEMBERS WHOSE NAMES AND
ADDRESSES ARE AS FOLLOWS, TO-WIT :

NAME	ADDRESS
GARY MASTERS	13137 ONEIDA SPRING HILL , FL. 34609

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL
HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING, AND UNTIL
SAID SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED,
OR UNTIL RESIGNATION, REMOVAL FROM OFFICE OR DEATH,
WHICHEVER SHALL FIRST OCCUR.

ARTICLE X : INCORPORATORS

THE FOLLOWING PERSON(S) SHALL ACT AS THE
INCORPORATORS OF : MAMA'S PIZZA OF PASCO, INC.

BY SIGNING AND DELIVERING, OR CAUSING TO BE
DELIVERED, SAID ARTICLES OF INCORPORATION, IN
DUPLICATE, TO THE DEPARTMENT OF STATE OF THE STATE OF
FLORIDA :

NAME :

ADDRESS

GARY MASTERS

13137 ONEIDA
SPRING HILL, FL 34609


ARTICLE XI : BY - LAWS


THE POWER TO ADOPT, ALTER, AMEND OR REPEAL
BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.
BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS MAY BE
REPEALED OR CHANGED.

THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR
THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE
CORPORATION NOT INCONSISTENT WITH THE LAW OR THE
ARTICLES OF INCORPORATION.

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IN WITNESS WHEREOF, WE, THE UNDERSIGNED
SUBSCRIBING INCORPORATORS, HAVE HEREUNTO SET OUR
BONDS AND SEALS THIS 1ST DAY OF JULY 2002 FOR THE
PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS
OF THE STATE OF FLORIDA, AND WE HEREBY MAKE AND FILE
IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF
FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY
THAT THE FACTS HERIN STATED ARE TRUE.



GARY MASTERS PRES.

GARY MASTERS SEC/TREAS.

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[STATE OF FLORIDA]

[COUNTY OF HERNANDO]

BEFORE ME, THIS DAY PERSONALLY APPEARED
GARY MASTERS TO ME WELL KNOWN TO BE THE INDIVIDUAL
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES
OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT
THEY EXECUTED THE SAME FOR THE PURPOSE THERIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS :

1ST DAY OF AUG, 02

 NOTARY PUBLIC
Fred T. Davidson
My Commission DD059809
Expires September 23, 2005

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

FILED
02 JUL 17 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501 the following is submitted : the undersigned corporation, organized under the laws of the state of Florida designates the Registered Agent / Registered Office as the following :

[1] Corporate name : MAMA'S PIZZA OF PASCO, INC.

[2] Name & Address of the registered agent / office is :

GARY MASTERS
13137 ONEIDA
SPRING HILL, FL. 34609

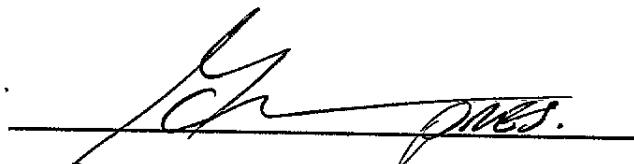
Signature


corporate officer

Title PRES. Date AUG. 1ST 2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate ; I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Date 08/01/02