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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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-09/16/02--01044--007
****122.50 *****78.75

SUBJECT: PAPA'S INC.

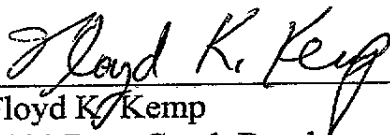
Enclosed please find an original and two copies of the Articles of Incorporation regarding the above corporation along with a check in the total amount of \$122.50 representing:

Filing Fees	\$35.00
Designation of Reg.	
Agent	35.00
Certified Copy	52.50
Total Enclosed	<hr/> \$122.50

FILED
02 OCT 15 AM 8:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please advise if there is anything additional required in order to file the enclosed Articles of Incorporation. Thank you for attention and assistance in this matter.

Sincerely Yours,


Floyd K. Kemp
3800 Bear Creek Road
Crestview, Fla. 32539

3002-2704
135
10/17



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 17, 2002

FLOYD K. KEMP
3800 BEAR CREEK ROAD
CRESTVIEW, FL 32539

SUBJECT: PAPA'S INC.
Ref. Number: W02000027044

We have received your document for PAPA'S INC. and your check(s) totaling \$122.50. 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) 245-6965.

Shannon Elliott
Document Specialist
New Filing Section

Letter Number: 002A00053009

ARTICLES OF INCORPORATION

OF

Pa-Paw's INC.

FILED
02 OCT 15 AM 8:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to theses Articles of Incorporation, natural persons competent for contact, hereby form a corporation under the laws of the state of Florida.

ARTICLE I CORPORATE NAME

The name of the corporation shall be:

Pa-Paw's INC.

ARTICLE II DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of one dollar (1.00) par value Common Stock which shall be designated "Common Shares".

ARTICLE V INITIAL REGISTERED OFFICER AND AGENT

The principle office, if know, of the corporation is:

Pa-Paw's INC.
3800 Bear Creek Rd.
Crestview, FL 32539

The name and street address of the Initial Registered Agent of this Corporation is:

Floyd K. Kemp
3800 Bear Creek Rd.
Crestview, FL 32539

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) 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 (1).

The name and addresses of the initial directors of the corporation are as follows:

1. Floyd K. Kemp
3800 Bear Creek Rd.
Crestview, FL 32539

2. Charles L. Kemp
8119 Kemp Rd.
Laurel Hill, FL 32567

ARTICLE VII INCORPORATIONS

The name and address of the incorporations signing these Articles of Incorporation are as follows:

Floyd K. Kemp
3800 Bear Creek Rd.
Crestview, FL 32539

COUNTY OF Okaloosa SS)

before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared

Sign Floyd Kemp

know to me and know to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that He executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, the State and County aforesaid, this 7 day of Oct, 2002

Sarah A. Kemp
(Notary Public, State of FL at large)
My commission expires:



FILED
02 OCT 15 AM 8:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

Certificate of Registered Agent

OF

Pa-Paw's, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

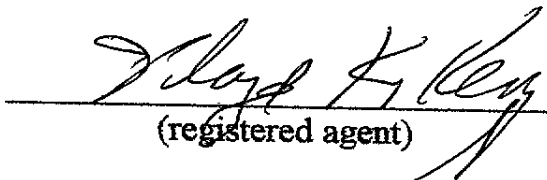
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3800 Bear Creek Rd. Crestview, FL 32539 has named

Floyd K. Kemp

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)