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*CERTIFIED CIVIL MEDIATOR

December 13, 2002

Registration Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Pepperoni's Inc.
Articles of Incorporation
Our File #: 02-1660.3

Dear Sir/Madam:

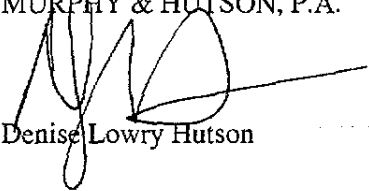
In reference to the above, you will please find enclosed an original and one (1) copy each of the Articles of Incorporation.

Also enclosed please find this firm's check in the amount of \$78.75 made payable to the Florida Department of State to cover the filing fee and designation of registered agent.

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, YENSER,
MURPHY & HUTSON, P.A.


Denise Lowry Hutson

Enclosures

ARTICLES OF INCORPORATION

OF

PEPPERONI'S INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be Pepperoni's Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

ARTICLE III

STOCK

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totaling 1000 shares and having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS OF CORPORATION AND REGISTERED AGENT

4.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is 845 NW Santa Fe Blvd., High Springs, FL 32643. The mailing address of the corporation is 845 NW Santa Fe Blvd., High Springs, FL.

4.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

4.03 REGISTERED AGENT. -- The initial registered agent of the corporation is Brandy A. K. Maalouf and her business office and address is 845 NW Santa Fe Blvd., High Springs, FL 32643.

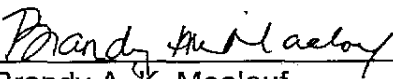
ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

5.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brandy A.K. Maalouf	845 NW Santa Fe Blvd. High Springs, FL 32643

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of December, 2002.



Brandy A. K. Maalouf

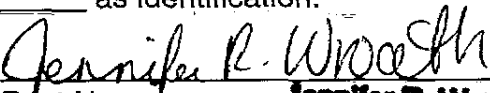
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 12 day of December, 2002, by Brandy A. K. Maalouf, the Incorporator, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed. Such person(s):

- () is/are personally known to me.
(X) produced a current Florida Driver's license as identification.
() produced _____ as identification.

(SEAL)





Print Name: Jennifer R. Wroath
Notary Public, State of Florida
My Commission Expires:
Serial Number:

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation of registered agent for Pepperoni's Inc., and hereby agree to fulfill the obligations thereof.

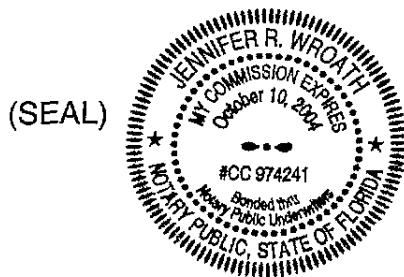
IN WITNESS WHEREOF, I have hereto set my hand and seal this 12 day of December, 2002.

Brandy A. Maalouf
Brandy A. K. Maalouf

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 12 day of December, 2002, by Brandy A.K. Maalouf, Registered Agent, who executed the foregoing Certificate of Registered Agent, and she acknowledged before me that she executed the same for the purposes therein expressed. Such person(s):

- () is/are personally known to me.
☒ produced a current Florida Driver's license as identification.
() produced _____ as identification.



Jennifer R. Wroath
Print Name: Jennifer R. Wroath
Notary Public, State of Florida
My Commission Expires:
Serial Number:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA