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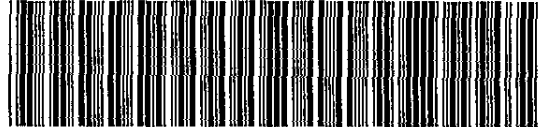
(Business Entity Name)

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02-19-03

T.B.

LAW OFFICES  
**JOHNSON & KOEPEL, P.L.**  
27 SOUTH ORANGE AVENUE  
SUITE TWO  
SARASOTA, FLORIDA 34236

TELEPHONE  
(941) 906-1480

FACSIMILE  
(941) 906-1470

February 12, 2003

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

To Whom It May Concern:

We are enclosing Articles of Incorporation of GOLD DAWG PIZZA, INC. and a check for \$122.50 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address.

Very truly yours,

  
JOHNSON & KOEPEL, P.L.

Bob Johnson

RMJ:jkh  
Enclosures – Check for \$122.50  
Articles of Incorporation, in duplicate

# ARTICLES OF INCORPORATION

OF

## GOLD DAWG PIZZA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

### ARTICLE I - NAME

The name of the corporation is **GOLD DAWG PIZZA, INC.**

### ARTICLE II - DURATION

This corporation shall have perpetual existence.

### ARTICLE III - PRINCIPAL OFFICE

The street address of the principal office of the corporation is 3906 Alamanda Drive, Sarasota, FL 34238.

### ARTICLE IV - PURPOSES

The purposes for which the corporation is organized are:

- A. To provide food services and related businesses.
- B. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

### ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI - REGISTERED OFFICE**

The initial street address of the corporation's registered office is 3906 Alamanda Drive, Sarasota, FL 34238. The initial registered agent for the corporation at that address is **RAYMOND CAROSSO**.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

**DONALD B. ARMBRUST**  
3906 Alamanda Drive, Sarasota, FL 34238

**NANCY L. ARMBRUST**  
3906 Alamanda Drive, Sarasota, FL 34238

#### **ARTICLE VIII - MAJORITY CONSENT VOTING**

Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

#### **ARTICLE IX - COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 11<sup>th</sup> day of February 2003.

  
DONALD B. ARMBRUST

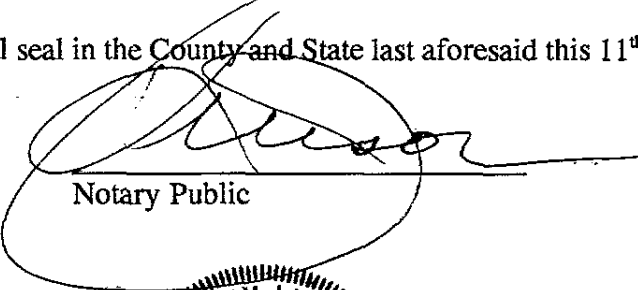
  
NANCY L. ARMBRUST

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared **DONALD B. ARMBRUST** and **NANCY L. ARMBRUST**, to me known personally or have produced \_\_\_\_\_ to be the persons in and who executed the foregoing instrument, who being first duly sworn, acknowledged before me that they executed the same. (If no type of identification is indicated the person is personally known to me.)

WITNESS my hand and official seal in the County and State last aforesaid this 11<sup>th</sup> day of February, 2003.

(Notary Seal)

  
Notary Public



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

\_\_\_\_\_  
In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

That **GOLD DAWG PIZZA, INC.**, desiring to organize under the laws of the State of  
Florida with its principal office as indicated in the Articles of Incorporation at Sarasota, Florida,  
has named **RAYMOND CAROSSO**, of 3906 Alamanda Drive, Sarasota, FL 34238, as its agent  
to accept process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the  
place designated in this certificate, I hereby accept to act in this capacity and agree to comply with  
the provision of said Act relative to keeping open said office.

*Raymond E Carosso*  
**RAYMOND CAROSSO**  
Agent

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STATE OF FLORIDA  
TALLAHASSEE