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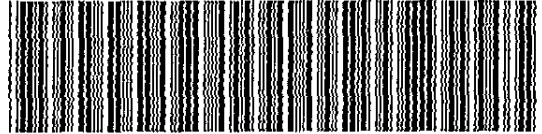
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JEFFREY M. LEUKEL, P.A.

7412 State Road 21
Keystone Heights, FL 32656

Ph) 352-473-7446
Fax) 352-473-7357

October 21, 2003

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

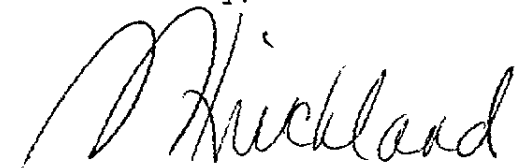
Re: Articles of Incorporation
Judy's Pizza, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, to be filed with the State for the above-named corporation, along with our check to cover the cost for same. Upon filing, please forward a certified copy with Certificate of Status to our office.

Thank you for your help on this matter.

Sincerely,



Sandra Strickland
Legal Assistant

/ss
Enclosures

ARTICLES OF INCORPORATION

OF

JUDY'S PIZZA, INC.

SECRETARY
TALLAHASSEE, FL.
03 OCT 24 PM 4:43

The undersigned incorporators to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Judy's Pizza, Inc. and its principal place of business shall be located at 6005 S.E. Hwy 301, Hawthorne, Florida 32640.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock at \$1.00, par value, which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing

from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6005 S.E. Hwy 301, Hawthorne, Florida 32640, and the name of the initial registered agent of this corporation at that address is Judith K. Daugherty.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Judith K. Daugherty	716 Co. Rd 21, So. Hawthorne, FL 32640
Bobby E. Daniel	20007 S.E. Hawthorne Rd. Hawthorne, FL 32640

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Judith K. Daugherty President/Sec./Treas.	716 Co. Rd 21, So. Hawthorne, FL 32640
Bobby E. Daniel Vice-President	20007 S.E. Hawthorne Rd. Hawthorne, FL 32640

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Judith K. Daugherty	716 Co. Rd 21, So. Hawthorne, FL 32640
Bobby E. Daniel	20007 S.E. Hawthorne Rd. Hawthorne, FL 32640

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

ARTICLE XII - POWERS

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions and proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situate.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, 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.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XIII- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE XIV - REMOVAL OF DIRECTORS

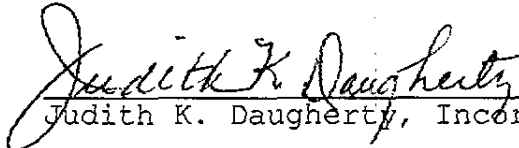
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Judy's Pizza, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Judith K. Daugherty, located at 716 Co. Rd. 21, So., Hawthorne, FL 32640, as its agent to accept service of process within Florida.

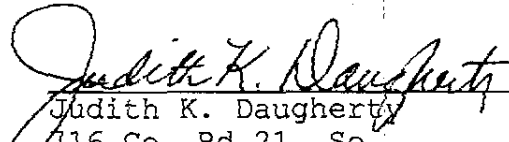
Dated: October 21, 2003.



Judith K. Daugherty, Incorporator


Bobby E. Daniel, Incorporator

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: October 21, 2003.

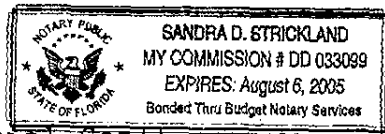

Judith K. Daugherty
716 Co. Rd 21, So.
Hawthorne, FL 32640


Bobby E. Daniel
20007 S.E. Hawthorne Rd.
Hawthorne, FL 32640

STATE OF FLORIDA
COUNTY OF CLAY

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared, JUDITH K. DAUGHERTY and BOBBY E. DANIEL, known to me to be the persons described in as the incorporators herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 21 day of October, 2003.



(Notarial Seal)

Sandra D. Strickland
Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 agree to act in this capacity. I further agree to comply with the provisions of all 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.

Dated: October 21, 2003.

By:

Judith K. Daugherty
Judith K. Daugherty,
Registered Agent

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03 OCT 24 PM 4:43