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☐ PICK-UP

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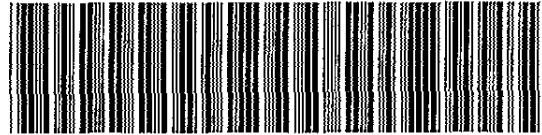
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

is

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Winter Haven Pizza, Inc.

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION**  
**OF**  
**WINTER HAVEN PIZZA, INC.**

The undersigned incorporators hereby certify to the following in order to form a corporation for a profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is **WINTER HAVEN PIZZA, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal office of this corporation is 1144 Sixth Street, N.W., Winter Haven, Florida 33881, and the corporate mailing address is at said location.

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#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

#### ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the bylaws but shall never be less than one. The individuals constituting the original Board shall be:

DAVID T. ROEHRIG  
318 Lancelate  
Winter Haven, FL 33880

PAT CASALASPRO  
1101 W. North Blvd.  
Leesburg, FL 34748

RICHARD BRISTOW  
1226 Fairland Court  
Winter Haven, FL 33881

#### ARTICLE VIII - INCORPORATORS

DAVID T. ROEHRIG is the person signing these Articles of Incorporation.

#### ARTICLE IX - BYLAWS

The power to adopt, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

#### ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts opposite their names:

DAVID T. ROEHRIG	225 shares
PAT CASALASPRO	225 shares
RICHARD BRISTOW	50 shares

Shares held by the initial stockholders listed above, and all subsequent shareholders, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

  
\_\_\_\_\_  
DAVID T. ROEHRIG

STATE OF FLORIDA  
COUNTY OF POLK

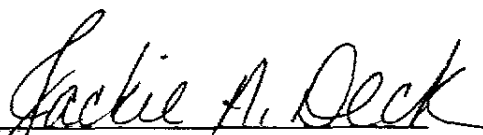
I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared DAVID T. ROEHRIG, known to me to be one of the incorporators of WINTER HAVEN PIZZA, INC., and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 11<sup>th</sup> day of February, 2004.

(SEAL)



Jackie A. Deck  
MY COMMISSION # DD101494 EXPIRES  
May 10, 2006  
BONDED THROUGH TROY FAIR INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public,  
State of Florida

My Commission Expires:


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:

First – that **WINTER HAVEN PIZZA, INC.**, desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of 60 Second Street, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

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

  
\_\_\_\_\_  
**BARRY W. BENNETT**  
Resident Agent

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