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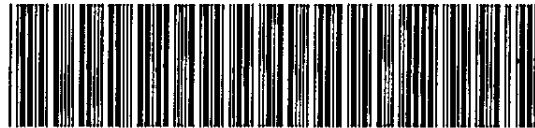
(Business Entity Name)

(Document Number)

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AFFADAVIT

This is to certify that I, Rodney Lovely formerly of 3929 Hendricks Avenue, Jacksonville, Florida now at 4808 Faulkenburg Road, Tampa, Florida 33610 am attesting that the restaurant operation in Jacksonville has been closed and will not be opening for business, that I am dissolving this business entity and I am giving the use of the name Pot Bellies Country Kitchen, Inc. to my brother Roger Lovely, under new articles of incorporation

Furthermore, I will not re-incorporate this name in the future.

Signed: Rodney Lovely
Rodney Lovely

Date: 7/26/04

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, personally appeared Roger Lovely, who is personally known or who produced _____ As identification, did/did not take an oath and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and seal this 26 day of July, 2004

L.M. Changbut
Notary Public

L.M. Changbut
(Printed Name)

My Commission Expires:



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CIVIL
CLERK

ARTICLES OF INCORPORATION

Pot Bellies Country Kitchen Inc

The undersigned acting as Incorporator of a corporation under the State of Florida General Corporation Act adopts the following Articles of Incorporation for Pot Bellies Country Kitchen, Inc.

ARTICLE 1. NAME. The name of the Corporation is:

Pot Bellies Country Kitchen, Inc.
4808 Faulkenburg Rd
Tampa, FL 33610

ARTICLE 2. DURATION. The duration of the Corporation is perpetual.

ARTICLE 3. 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 purpose of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. GENERAL POWERS. The corporation shall have power:

- A. 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 situated.
- B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.
- C. To lend money to, and use its credit to assist, its officers and employees in accordance with Texas Statutes.
- D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, 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.
- E. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

- F. 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.
- G. To conduct its business, maintain its offices and exercise the powers granted it by the State of Texas, whether within or without the state.
- H. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- I. To make and alter bylaws, in a manner consistent with the laws of the State of Texas, for the administration and regulation of the affairs of the corporation.
- J. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- K. To transact any lawful business that the Board of Directors deems to be consistent with governmental policy.
- L. 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 the directors, officers and employees of its subsidiaries.
- M. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- N. To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE 5. CAPITAL STOCK. The aggregate number of shares, which the Corporation is Authorized to issue is One Million shares (1,000,000) of common stock and One Million shares (1,000,000) shares of preferred stock. Such shares shall have a par value of One cent (\$0.01) per share. All or any part of said common stock may be of different classes. All or any part of common stock or preferred stock may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

All stock when issued shall be paid for and shall be non-assessable.

ARTICLE 6. RESTRICTIONS ON CUMULATIVE VOTING. In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 7. REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is:

11005 Spring Hill Drive
Spring Hill, Florida 34608

And the name of its Registered Agent at that address is: Joe Diaz

ARTICLE 8. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than two. The name and address of each initial director of the Corporation is as follows:

Roger Lovely President
4808 Faulkenburg Road
Tampa, Fl 33610

ARTICLE 9. INCORPORATORS. The name and address of the Incorporator is as follows:

Roger Lovely
4808 Faulkenburg Road
Tampa, Fl 3610

ARTICLE 10. INDEMNIFICATION. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

- A. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clauses shall not apply to any liability of a director:
1. for any breach of the director's duty of loyalty to the Corporation or its shareholders;
 2. for any act or omission not in good faith or that involve intentional misconduct or a knowing violation of the law;
 3. under Section 607 of the Corporation Law of the State of Florida ; or
 4. For any transaction from which the director derived an improper personal benefit.
- B. This Article does not limit or eliminate the liability of a director for any act or omission that occurred before the time this Article became effective. Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director occurring before the date of repeal, termination, modification, or cancellation.

ARTICLE 11. STOCK TRANSFER RESTRICTIONS. Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other personas unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party

ARTICLE 12. BYLAWS. The power to adopt, alters, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE 13. COMMENCEMENT OF CORPORATE EXISTENCE. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 14. AMENDMENT OF ARTICLES. The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

ARTICLE 15. PRE-EMPTIVE RIGHTS. Each shareholder of this 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 of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt from the corporation.

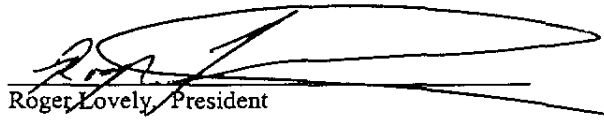
ARTICLE 16. DIRECTOR CONFLICT OF INTEREST.

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:
 - 1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
 - 2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the board or
 - 3. If the contract or transaction is fair and reasonable as to the corporation at the time the board, a committee or the shareholders approve it.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee, which approves such contract or transaction.

ARTICLE 17. INFORMAL ACTION OF DIRECTORS. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 18. INFORMAL ACTION OF SHAREHOLDERS. Any action of the shareholder may be taken without a meeting if consent in writing setting for the actions so taken shall be signed by Fifty-one Percent (51%) of the holders of outstanding stock And be filed with the Secretary of the corporation as part of the corporate records.


IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 26 day of July, 2004.


Roger Lovely, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

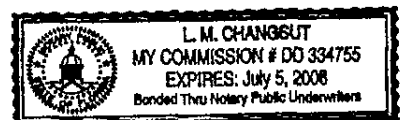
Before me, personally appeared Roger Lovely, who is personally known or who produced _____ As identification, did/did not take an oath and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and seal this 26 day of July, 2004


Notary Public

L.M. Changsut
(Printed Name)

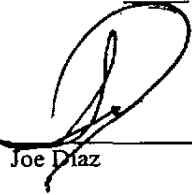
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Pot Bellies Country Kitchen, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 26 day of July, 2004



Joe Diaz

Registered Agent

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08/24/04