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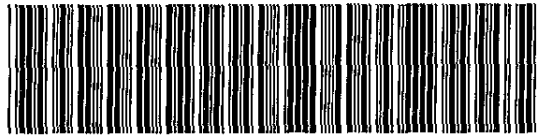
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STATE OF FLORIDA
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

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J. Shivers MAR 31 2005

CAPITAL CONNECTION, INC.

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

RSR Pizza, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

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- ☒ 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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STATE OF FLORIDA

ARTICLES OF INCORPORATION

of

RJR PIZZA, INC.

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: RJR PIZZA, INC.

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation can be advantageously carried on in connection with any other lawful purpose or business endeavor that the corporation may elect to undertake.

2. To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of stock having no par value. All shares of stock shall be designated as common shares.

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TALLAHASSEE, FLORIDA

ARTICLE V
DIVIDENDS

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or in shares of the common stock of the corporation.

ARTICLE VI

**INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL ADDRESS OF CORPORATION**

The street address of the initial registered office of this corporation is 23607 Hardwood Court, Lutz, Florida 33559, and the name of the initial registered agent of this corporation is Rick K. Drury. The address of the principal office of the corporation is 23607 Hardwood Court, Lutz, Florida 33559, and its mailing address is 23607 Hardwood Court, Lutz, Florida 33559.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

The board of directors of the corporation shall consist of two (2) members, initially. The number of directors may be increased or diminished from time to time as provided for in the bylaws. The initial directors shall be as follows: Rick K. Drury of 23607 Hardwood Court, Lutz, Florida 33559 and Jessica G. Drury of 23607 Hardwood Court, Lutz, Florida 33559.

ARTICLE VIII

INCORPORATOR

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

Rick K. Drury, 23607 Hardwood Court, Lutz, Florida 33559.

ARTICLE IX

AMENDMENT

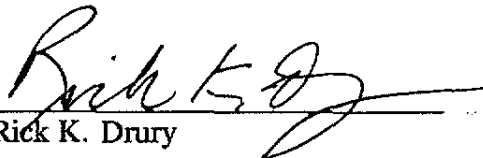
The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 29th day of March, 2005.


Rick K. Drury

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED 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 RJR 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 the City of Lutz, Pasco County, State of Florida, has named Rick K. Drury, as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS:

23607 Hardwood Court
Lutz, Florida 33559

BY:


Rick K. Drury

Dated: March 29, 2005

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA