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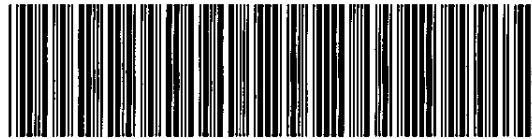
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 SEP 26 AM 10:35

APPROVED  
AND  
FILED

B. McKnight SEP 27 2007

**MICHELLE L. NABERHAUS, P.L.**

***Attorney at Law***

*mnaberhaus@naberhauslaw.com*

708 S.E. Michaels Ct.  
Stuart, FL 34996-3636

(772) 463-0543 – Treasure Coast

(321) 482-7522 – Space Coast

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September 24, 2007

Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

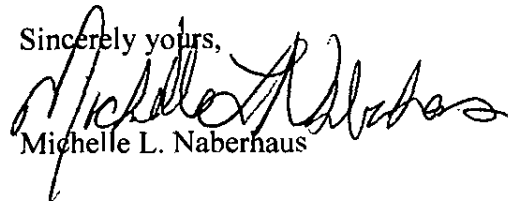
Re: *Sir Pizza Miami, Inc.*  
Ref No. W07000046690

To Whom It May Concern:

Enclosed for filing is the original Articles of Incorporation for Sir Pizza Miami, Inc. and Registered Agent Designation, along with a check in the amount of \$87.50, representing the filing fee of \$70.00, certified copy fee of \$8.75, certificate of status fee of \$8.75. I am also enclosing a self-addressed stamped envelope for the return of the certified copy.

Thank you for your attention to this matter. Please feel free to contact me with any questions

Sincerely yours,



Michelle L. Naberhaus

cc: Wendell C. Swartz



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 20, 2007

MICHELLE L NABERHAUS ESQ  
708 SE MICHAELS CT  
STUART, FL 34996-3636

SUBJECT: SIR PIZZA MIAMI, INC.  
Ref. Number: W07000046690

We have received your document for SIR PIZZA MIAMI, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

|                              |         |
|------------------------------|---------|
| Filings Fees:                | \$35.00 |
| Registered Agent Designation | \$35.00 |
| Certified Copy               | \$8.75  |
| Certificate of Status        | \$8.75  |

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 007A00055507

**ARTICLES OF INCORPORATION**  
**OF**  
**SIR PIZZA MIAMI, INC.**

*The undersigned being desirous of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of said State, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit, do agree to the following:*

**ARTICLE I**  
**(NAME AND PRINCIPAL LOCATION)**

The name of the Corporation shall be: SIR PIZZA MIAMI, INC., and the principal and mailing address: 6365 Mariner Sands Sr., Stuart, FL 34997.

**ARTICLE II**  
**(DURATION)**

The corporation shall have perpetual existence.

**ARTICLE III**  
**(PURPOSE)**

The general nature of the business, and the object and purposes of proposed to be transacted and carried on, are to do any and all of the things hereinafter set forth as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, or otherwise, viz:

- (a) To engage in and own, lease, franchise, sell, conduct, operate, maintain, and carry on a wholesale and retail business, for manufacture, sale and distribution of pizza and pizza products.

To engage in the manufacture, sale and distribution of foods and food products.

To own or otherwise acquire, by deed, lease, purchase, or otherwise, the necessary property, buildings, stores, machinery, and other component equipment necessary or incidental to the business of owning, selling or franchising retail stores for the sale of the corporation's products, ad for the carrying out of the purpose of the corporation.

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TALLAHASSEE, FLORIDA

- (b) To carry on any and all business as manufacturers, producers, merchants, jobbers, wholesale and retail, importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy, sell, and otherwise deal in any materials, articles or things.
- (c) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly affect these objects or any of them.
- (d) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, and generally to do and perform any and all works as builders and contractors, and with that in view, to solicit, obtain, make, perform, and carry out contracts covering the building and contracting business and work connected therewith.
- (e) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock or any bonds, securities, or other evidence of indebtedness created by any person or corporation of this or any other State, Country, Nation, or Government, and while the owner of said stock may exercise all the rights and privileges of ownership, including the right to vote thereon, as a natural person might or could do.
- (f) To borrow or raise money for the purpose of the corporation, and to secure the same, or for any other purpose, to mortgage all or any part of the property, corporeal, or incorporeal, rights or franchises of the corporation, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.
- (g) To purchase, acquire, hold, sell, convey, improve, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature.
- (h) To make and enter into all kinds of contracts, agreements, and obligations by or with any person or corporation, for the purchase, acquisition, holding, manufacturing, repairing, and selling or otherwise disposing of all goods, wares and merchandise.
- (i) In general, to carry on any other business not specifically forbidden by the laws of the State of Florida, and with all the powers conferred upon the corporation by the laws of the State of Florida.

**ARTICLE IV**  
**(STOCK)**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be two hundred (200) shares of then (\$10.00) dollar par value stock.

**ARTICLE V**  
**(CAPITAL)**

The amount of capital with which this corporation will begin business shall not be less than Two Thousand (\$2,000.00) Dollars.

**ARTICLE VI**  
**(INCORPORATOR)**

The name and street address of the person signing these articles of incorporation, and the number of shares subscribed for by said person, and the amount associated therewith is:

| <u>NAME</u>       | <u>ADDRESS</u>                          | <u>NO. OF SHARES</u> | <u>AMOUNT</u> |
|-------------------|---|----------------------|---------------|
| Wendell C. Swartz | 6365 Mariner Sands Dr.,<br>Stuart 34997 | 200                  | \$2,000.00    |

**ARTICLE VII**  
**(BOARD OF DIRECTORS)**

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

| <u>NAME</u>                         | <u>ADDRESS</u>                     |
|-------------------------------------|------------------------------------|
| Wendell C. Swartz, <i>President</i> | 6365 Mariner Sands Dr., Stuart, FL |
| Boyd Swartz, <i>Vice President</i>  | 4075 Batterssea Rd., Miami, FL     |
| Barbara Swartz, <i>Secretary</i>    | 6365 Mariner Sands Dr., Stuart, FL |

**ARTICLE VIII**  
**(REGISTERED AGENT)**

The name and street address of the initial registered agent of the corporation is as follows:

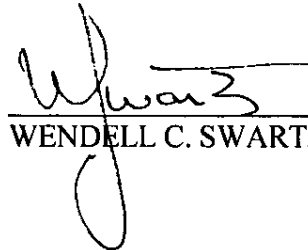
NAME

ADDRESS

Wendell C. Swartz

6365 Mariner Sands Dr., Stuart, FL

IN WITNESS THEROF, the undersigned Incorporator has executed these Articles of Incorporation on this 14 day of SEPTEMBER, 2007.

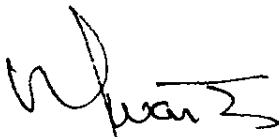
  
\_\_\_\_\_  
WENDELL C. SWARTZ, *President*

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF *SECTION 607.0501*, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

Having been named to accept service of process for SIR PIZZA MIAMI, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *F.S. 607.0501*.

DATED this 14 day of SEPTEMBER 2007.

  
\_\_\_\_\_  
WENDELL C. SWARTZ,  
*Registered Agent*

APPROVED  
AND  
FILED  
07 SEP 26 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA