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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 14, 2009

PUZZY'S PIZZA, INC.
109 MIDDLEBURG DR
PANAMA CITY, FL 32413

SUBJECT: PUZZY'S PIZZA, INC.
Ref. Number: W09000001954

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

Your document will be retained in our pending file.

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

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 309A00001429

PUZZY'S PIZZA, INC.
ARTICLES OF INCORPORATION

A CLOSE CORPORATION

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FIRST

Mildred L. Pekarul, whose address is 109 Middleburg Drive, Panama City, Florida 32413, being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Florida.

SECOND

The name of the corporation (which is hereafter referred to as the "Corporation") is Puzzy's Pizza, Inc.

THIRD

The purposes for which the Corporation is formed are:

- (1) to sell various foods and drinks, and
- (2) to do anything permitted by the General Laws of the State of Florida.

FOURTH

The post office address of the principal office of the Corporation in this state is 109 Middleburg Drive, Panama City Beach, FL 32413. The name and address of the Registered Agent of the Corporation in this state is Mildred L. Pekarul, 109 Middleburg Drive, Panama City Beach, Florida 32413. Said Registered Agent is an individual actually residing in this state.

FIFTH

The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH

The number of Directors of the Corporation shall be One, which may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that;

- (1) If there is no stock outstanding, the number of Directors may not be less than one (1); and
- (2) If there is stock outstanding, and so long as there are less than Two (2) stockholders, the number of Directors may be One (1), but not less than the number of stockholders.

The name and address of the Director who shall act until the first annual meeting of the shareholders or until the successors are chosen and qualify is Mildred L. Pekrul, 109 Middleburg Drive, Panama City Beach, FL 32413.

SEVENTH

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized;
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the ~~terms of any other clause of this or any other article of the Articles of Incorporation, or~~ constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the state of Florida now or hereafter in force.

EIGHT

Except as may otherwise be provided by the Board of Directors, no holder of any share of stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instrument evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

Mildred L. Pekrul

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as the incorporators of this Corporation, this 29 day of December, 2008, and I acknowledge the same to be my act.

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
Witness

Mildred L. Pekrul
Mildred L. Pekrul

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