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FROM

(THU) 01. 05' 95 12:45/ST. 12:42/NO. 3560402668 P 1/6

1/05/95

FLORIDA DIVISION OF CORPORATIONS

10:39 AM

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MAHONEY ADAMS & CRISER, P.A.

DEPARTMENT OF STATE

50 N LAURA ST

STATE OF FLORIDA

3400 BARNETT CENTER

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: CORINNE P MCCLURE

FAX: (904) 922-4000

PHONE: (904) 354-1100

FAX: (904) 798-2661

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PIZZAILOLO CORP.

FAX AUDIT NUMBER: H95000000143

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/05/1995

TIME REQUESTED: 10:39:29

CERTIFIED COPIES: 0

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M. BRIM JAN 5 1995

55 JAN -5 PM 2:09

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95 JAN -5 PM 12:13

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FROM

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**Articles of Incorporation
of
PIZZAIOLO CORP.**

ARTICLE I

Name and Duration

The name of the Corporation is Pizzaiolo Corp. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 9550-29 Baymeadows Road, in the City of Jacksonville 32256.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Peter O. Larsen, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0849146

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Two Thousand Five Hundred (2,500) shares of Common Stock ("Common Stock") \$1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as a director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

Thomas A. Marsland, M.D.

1895 Kingsley Avenue
Orange Park, FL 32073

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ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

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FROM

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H95000000143

DATED at Jacksonville, Duval County, Florida, this 5th
day of January, 1995.

RAX CO.

By:


Vice President

H95000000143

FROM

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Pizzaiolo Corp. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO.

By:


Vice President

DATED: January 5, 1995

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FROM

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2/15/95

FLORIDA DIVISION OF CORPORATIONS
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2:18 PM

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: MAHONEY ADAMS & CRISER, P.A.

50 N LAURA ST
3400 BARNETT CENTER
JACKSONVILLE FL 32202-

CONTACT: CORINNE P MCCLURE

PHONE: (904) 354-1100

FAX: (904) 798-2661

((H95000001884)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: PIZZAILO CORP.

FAX AUDIT NUMBER: H95000001884

DATE REQUESTED: 02/15/1995

CERTIFIED COPIES: 0

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SECRETARY OF CORPORATIONS
95 FEB 17 AM 9:00

ALC
drc
377

11:08 AM 2/16/95

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FROM

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FLORIDA DEPARTMENT OF STATE
Sandra E. Morton
Secretary of State

February 16, 1995

PIZZAILO CORP.
9550-29 BAYMEADOWS RD
JACKSONVILLE, FL 32256

SUBJECT: PIZZAILO CORP.
REF: P95000001141

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Please return 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 (904) 487-6908.

Tamara McClellan
Corporate Specialist

FAK Aud. #: H95000001884
Letter Number: 595A00007007

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FROM

(THU) 02:16:05 PM '95 FIN-58/ST-17:16/NO. 3560402692 P 2/4
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 FEB 17 AM 9:00

H95000001884

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
PIZZAILO CORP.**

Pursuant to the provisions of Sections 607.1002, 607.1005 and 607.0602 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The name of the Corporation is Pizzaiolo Corp. and is filed under Document No. P95000001141.
2. Article I of the Articles of Incorporation of Pizzaiolo Corp. is hereby amended to read as follows:

ARTICLE I

Name

The name of this corporation shall be Pizziola, Inc.

3. Article V of the Articles of Incorporation of Pizzaiolo Corp. is hereby amended to read as follows:

ARTICLE V

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$0.01 per share, which shall be divided into classes as follows:

- (i) 7,350 shares of voting common stock having a par value of \$0.01 per share (the "Voting Common Stock"); and

Prepared by:
Peter O. Larsen, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0849146

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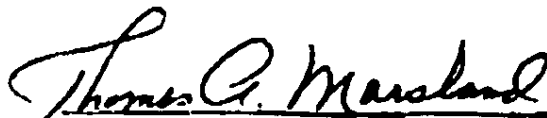
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(ii) 150 shares of non-voting common stock having a par value of \$0.01 per share (the "Non-Voting Common Stock").

4. The foregoing amendments are adopted by the sole member of the Board of Directors without shareholder action, such shareholder action not being required by the Florida Business Corporation Act.

Date: February 14, 1995


Thomas A. Marsland, as Sole Director

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