

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

000-342-8086

**csc networks**

**P95000001654**  
DIVISION OF CORPORATION

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 521577 40852A

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1995

ORDER TIME : 1:17 PM

ORDER NO. : 521577

CUSTOMER NO: 40852A

500001372815

CUSTOMER: Nancy Whalen, Secretary  
PIZZA USA MGT., INC.

Building 9  
2201 West Sample Rd.  
Pompano Beach, FL 33073

DOMESTIC FILING

NAME: PIZZA U.S.A. OF FRESNO, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

*Dmc 1/6/95*

**FILED**  
55 JAN -6 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PIZZA U.S.A. OF FRESNO, INC.

FILED  
95 JAN -6 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PIZZA U.S.A. OF FRESNO, INC.

The address of the principal office of this corporation shall be Building 9, 2201 West Sample Road, Pompano Beach, Florida 33073, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Raymond W. Nevin	Building 9, 2201 West Sample Road Pompano Beach, FL 33073
Nancy L. Whalen	Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

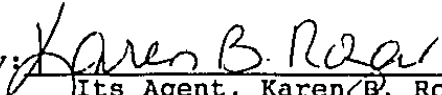
Corporato Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on January 6, 1995.

  
Its Agent, Karen B. Rozar  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Karen B. Rozar  
Authorized Service Representative  
Corporation Service Company

JAB/cld