

P95000017771

MICHAEL P. SMODISH

ATTORNEY AT LAW

GREAT WESTERN BANK, SUITE 101

555 NORTH CONGRESS AVENUE

DAYTON BEACH, FLORIDA 32026

TELEPHONE 407/258-9605

February 27, 1995

DEPLY TO

POST OFFICE BOX 642

DAYTON BEACH, FLORIDA 32026-0642

Secretary of State  
DIVISION OF CORPORATIONS  
P. O. Box 6327  
Tallahassee, FL 32314

Re: PIZZA DEPOT, INC.

FILED 1995 FEB 27 PM 12:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Dear Secretary,

I enclose the original and one executed copies of the proposed Articles of Incorporation for a new corporation named PIZZA DEPOT, INC., to be filed under Florida law. I also enclose my check for \$122.50 to cover the filing fee and certified copy. Please send me the certified copy at the above post office box address.

Thank you for your cooperation and assistance. Please call me if you need any further information.

DMC  
3/3/95

Yours very truly,

*Michael P. Smodish*  
MICHAEL P. SMODISH

EFFECTIVE DATE

2-24-95

FILED  
MAR -2 PM 12:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

95 MAR -2 PM 12:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

PIZZA DEPOT, INC.

\* \* \* \* \*

EFFECTIVE DATE

2-24-95

ARTICLE I \* NAME AND ADDRESS

The name of this corporation is PIZZA DEPOT, INC., and its principal place of business and mailing address shall initially be at 555 N. Congress Ave., Suite 301, Boynton Beach, FL 33426.

ARTICLE II \* COMMENCEMENT OF EXISTENCE AND DURATION

This corporation shall commence existence on February 24, 1995, and shall exist perpetually thereafter.

ARTICLE III \* PURPOSE

This corporation is organized for the following purposes: to own and operate a pizza and submarine sandwich business; and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; to conduct business in, have one or more offices in, and buy, sell, convey, lease and otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all states and countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, deeds, transfers of corporate property or other instruments to secure the payment of corporate indebtedness.

as required; to purchase the corporate assets of any other corporation and engage in the same or other character of business; to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation in the State of Florida or any other State or Government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock; and to engage in any other lawful business and exercise all corporate powers to which domestic corporations of the State of Florida are entitled under the laws of said State.

#### ARTICLE IV \* CAPITAL STOCK

This corporation shall be authorized to issue Five Thous (5,000) shares of common stock with \$1.00 par value per share.

#### ARTICLE V \* INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426, and the name of the Registered Agent of this corporation at that address is: Michael P. Smodish.

#### ARTICLE VI \* INITIAL BOARD OF DIRECTORS

This corporation shall consist initially of three (3) directors. The number of directors may be increased or diminished from time to time, in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are as follows: Wayne Barney, 4884

Concordia Lane, Boynton Beach, Florida 33436; Tracy Dimon, 1047 S.W. 25th Way, Boynton Beach, Florida 33426; and Jeff Barney, 815 West Boynton Beach Blvd., #2206, Boynton Beach, Florida 33426.

#### ARTICLE VII \* MANAGEMENT BY SHAREHOLDERS

The power, management and affairs of this corporation shall be managed and exercised by the Shareholders and not by the Directors. The vote of each Shareholder shall be equal to the number of shares of stock in this corporation which he/she owns.

#### ARTICLE VIII \* RESTRICTIONS ON SALE OR TRANSFER OF SHARES

No person, corporation, or other entity owning any of the shares of stock in this corporation shall be permitted to sell, transfer or otherwise dispose of all or any of his/her shares of stock in this corporation without first offering his/her shares to the existing shareholders in the corporation in the same ratio or proportion as the then existing shareholders in the corporation own their shares of stock in this corporation, at the same price per share and on the same terms and conditions as offered by the outside third party in writing. The manner of notifying other shareholders of the proposed sale or transfer of shares of stock in this corporation, the time within which the other shareholders must notify a withdrawing shareholder of their acceptance or refusal to purchase his/her shares, and any further restrictions on the sale, transfer, pledging, hypothecation, or other alienation or encumbrance of shares of stock in this corporation shall be as provided in the By Laws of this

corporation or as provided in a separate written agreement between the shareholders in the corporation.

ARTICLE IX \* INCORPORATORS

The names and addresses of the persons signing these Articles are: Wayne Barney, 4884 Concordia Lane, Boynton Beach, FL 33436; Tracy Dimon, 1047 S.W. 25th Way, Boynton Beach, FL 33426; and Jeff Barney, 815 W. Boynton Beach Blvd., #2206, Boynton Beach, FL 33426.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on February 22, 1995.

PIZZA DEPOT, INC.

By: Wayne Barney  
Wayne Barney, as President

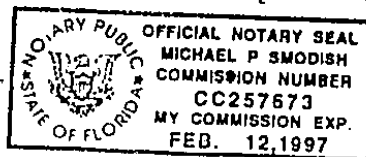
By: Tracy Dimon  
Tracy Dimon, as Vice President

By: Jeff Barney  
Jeff Barney, as Treasurer

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The above Articles of Incorporation were acknowledged before me on February 22, 1995, by WAYNE BARNEY, TRACY DIMON, and JEFF BARNEY, on behalf of PIZZA DEPOT, INC., a Florida corporation.

Michael P. Smodish  
Michael P. Smodish  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



Personally Known OR Produced Identification  
Type of Identification Produced: Florida driver's licenses

FILED

95 MAR -2 PM 12:26

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091 Florida Statutes, the following is submitted:

FIRST--That PIZZA DEPOT, INC., desiring to organize and qualify under the Laws of the State of Florida, with its principal place of business initially in the City of Boynton Beach, Florida, has named MICHAEL P. SMODISH, at 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426, as its Agent to accept service of process within Florida.

PIZZA DEPOT, INC.

By: Wayne Barney  
Wayne Barney, as President

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Michael P. Smodish  
Michael P. Smodish

Dated: 2/22/95