WALZER & ASSOCIATES, INC.

A Professional Accounting Firm 8507 Forest City Road Orlando, Florida 32810 (407) 299-1040 FAX (407) 298-3849



MARCH 31, 1995

SECRETARY OF STATE Division of Corporations P.O. Box 6327 Tallahasee, Florida 32314

PAPA ANTHONY'S PIZZA, INC. EFFECTIVE DATE: 1448412

-04/05/95--01113--010

****122.50 ****122.50

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

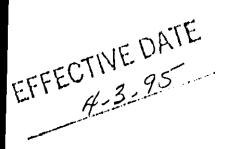
4-3-95

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Steven H. Walzer Enrolled Agent

SHW/ks Enclosures

Sthockely



ARTICLES OF INCORPORATION

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PAPA ANTHONY'S PIZZA. INC.

ARTICLE I - NAME

The name of this Corporation is PAPA ANTHONY'S PIZZA, INC. the address is 3385 South Highway 17-92, Suite 165, Casselberry, FL. 32707.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 3RD day of APRIL, 1995 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$ 1.00) par value common stock which shall be designated "Common Shares".



ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3385 South Highway 17-92, Suite 165 Casselberry, Florida 32707, and the name of the initial registered agent of this Corporation at that address is SPIROS KOKOLIS.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

:

This Corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

SPIROS G. KOKOLIS
PRESIDENT
3385 SOUTH HIGHWAY 17-92
SUITE 165
CASSELBERRY, FLORIDA 32707

The names and addresses of the person signing these Articles is:

SPIROS G. KOKOLJS PRESIDENT 3385 SOUTH HIGHWAY 17-92 SUITE 165 CASSELBERRY, FLORIDA 32707

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 3 day of APCIC.

1995.

SPIROS G. KOKOLIS

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 3 day of ARIC, 1995, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, SPIROS G. KOKOLIS, to me well known and known to be the person who executed the foregoing Articles of Incorporation, PAPA ANTHONY'S PIZZA, INC. and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 3

STEVEN H. WALZER
My Comm Exp. 7/12/96
Bonded By Service Ins
Mo. CC209900

NOTARY PUBLIC-STATE OF FLORE A
MY COMMISSION EXPIRES 7/12/96

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

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that PAPA ANTHONY'S PIZZA, INC. desiring to organise or qualify under the Laws of the State of Florida, its principal place of business in the City of Casselberry, Florida has named SPIROS G. KOKOLIS, 3385 South Highway 17-92, Suite 165 Casselberry, Florida 32707 as its agent to accept service process within Florida.

SPIROS G. KOKOLIS

Date

ACCEPTANCE

Having been named to accept service of process for the above-named 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.

SPIROS G. KOKOLIS

Date: 4/3/95

STATE OF FLORIDA

COUNTY OF ORANGE

sworn to AND SUBSCRIBED before me this 3 day of AFRIC

1995, in said County and State.

NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires: 7//2

STEVEN H. WALZER
My Comm Exp. 7/12/96
Bonded By Service Ins
Mo. CC209900

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