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ROBERT S. HAYES

April 18, 1995

Corporate Records Filing Bureau
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Division of Corporations

Re: **MAINGATE PIZZA II, INC.**

00000001-41230412
04/25/95--01050--004
***122.50 ***122.50

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation and the Acceptance of Designation of Registered Agent.

Also, enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Certified copy fee	52.50
Registered Agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

ROBERT S. HAYES, P.A.

Robert S. Hayes
Robert S. Hayes, Esquire

RSB/ja
Enclosures
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4/27/95
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ARTICLES OF INCORPORATION
OF

MAINGATE PIZZA II, INC.

RECORDED
JAN 24 1975
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this Corporation is MAINGATE PIZZA II, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Matthew Wiseman
7250 S. Kirkman Road
Suite 103
Orlando, Fl 32819

The Corporation's principle address and mailing address is 7250 S. Kirkman Road, Suite 103, Orlando, Florida 32819. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

Thin Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Matthew Wiseman
7250 S. Kirkman Road
Suite 103
Orlando, Fl 32819

Jim Grunsky
7250 S. Kirkman Road
Suite 103
Orlando, Fl 32819

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Jim Grunsky
7250 S. Kirkman Road
Suite 103
Orlando, Fl 32819

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. BEGINNING CAPITAL

The amount of capital with which this Corporation shall begin business is no less than \$100.00.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President/Treasurer	Jim Grunsky
Vice President/Secretary	Matthew Wiseman

ARTICLE XII. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record, of its decision, within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation. This restriction shall not apply to the transfer of ownership from a shareholder to the shareholder's spouse through devise or intestacy.

ARTICLE XIII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officer or officers may be entitled.

ARTICLE XIV. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation. The compensation of the directors of this Corporation shall be established by the vote of the stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on April 18th, 1995.


JIM GRUNSKY
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEP 24 AM 7:25
5000 1100

STATE OF FLORIDA :
COUNTY OF OSCEOLA:

BEFORE ME, a Notary Public, personally appeared JIM GRUNSKY, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on April 18th, 1995.


Notary Public
State of Florida at Large
My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Dec. 18, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.