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Richard O. Jones, J.D., F.T.A.

Master of Arts in Taxation

Certified Financial Planner

May 3, 1995

CERTIFIED MAIL

Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL 32304

300001479573
-05/09/95--D1149--003
****122.50 ****122.50

Dear Sir:

Re: PORT ST. JOHN PIZZA, INC.

I enclose original and one duplicate copy of the Articles of Incorporation of the proposed corporation, PORT ST. JOHN PIZZA, INC. Please note that Article III designates agent to accept service of process and that there is an acceptance on the last page of the Articles. The duplicate has been subscribed and acknowledged in the same manner as the original. Also, please note that the corporation is to have a perpetual existence.

I am enclosing check payable to your order in the amount of \$122.50 to cover the following:

1. Filing Fee	\$ 35.00
2. Certified Copy	52.50
4. Registered Agent Designation	35.00
	<u>\$ 122.50</u>

5/10/95
RJ

Please endorse your approval of the Articles of Incorporation on the duplicate, certify and return to our office.

Yours very truly,

Richard O. Jones
Richard O. Jones

ROJ:jg

ARTICLES OF INCORPORATION
OF
PORT ST. JOHN PIZZA, INC.

FILED
JUL 10 1962
CLERK OF DISTRICT COURT
PORT ST. JOHN, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract under the laws of the State of Florida, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: PORT ST. JOHN PIZZA, INC.

ARTICLE II - DURATION AND COMMENCEMENT

This corporation is to exist perpetually. The date when corporate existence shall commence shall be upon the execution and acknowledgment of this instrument by the undersigned subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To buy, sell, own, hold and operate real and personal property of all kinds.

To engage in the business of a restaurant and the offering of prepared foods for sale to the public, including the maintaining of dining and service area facilities, engaging in the delivery of prepared foods, and offering catering services and accompanying food products.

To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation,

with the acquisition of such or continuing operation of the same, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to act as a consulting firm and provide managerial skills and expertise to any business, whether owned by the corporation or not; to render advice and assistance on any subject which, in the opinion of the Board of Directors of the corporation, the corporation and its personnel are qualified to render, and to receive compensation for or pay for the same in cash, stock or bonds or otherwise.

To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and invest, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, and have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property and/or other instruments to secure the payment of corporate indebtedness as required.

To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, condominiums, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or un-

improved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount.

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 evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, reissue and otherwise deal in its own capital stock, bonds, debentures and other forms or evidence of indebtedness and those of other persons, firms and corporations.

To engage in any and every other business, occupation, and enterprise, except banking, and to exercise any and all other powers and rights which are conferred upon or granted to corporations by the present existing laws of the State of Florida, or of the United States, or of other states and authorities anywhere or which may be granted to or conferred upon such corporation by any law or act of the State of Florida, or of the United States, or elsewhere, which may be hereafter enacted or adopted; and

generally to do any and all such acts as may be necessary, proper or convenient in carrying out or accomplishing the general purposes for which said corporation is formed.

Without in anywise limiting the generality of the foregoing, to purchase, sell or otherwise deal in any manner whatsoever in any and all other property of any nature whatsoever customarily incident to or connected with any of the foregoing.

To have, exercise and enjoy all of the powers, general and special, of like corporations as now or hereafter may be provided by law, and to do and perform all such other acts and things as may be necessary, profitable or expedient in carrying on any of the business or acts above named or any business or acts auxiliary thereto or connected therewith.

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways, (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to,

mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charter, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Florida Statutes Section 607.11, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any one or more

of the purposes or objects herein enumerated which shall at any time appear conducive or expedient for the protection or benefit of this corporation either as holders or interested in any property, and in general to carry on any business, it being the intention that the objects, purposes and powers specified and the clauses contained in this paragraph of this instrument shall be in no way limited or restricted by reference to or inference from the terms of this or any other paragraph of this instrument, but that the objects, purposes and powers specified in each of the clauses of this paragraph shall be regarded as independent objects, purposes and powers.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One and no/100 (\$1.00) Dollars each par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PLACE OF BUSINESS

The initial post office address of the principal office of this corporation in the State of Florida is 1415 Central Avenue, Merritt Island, Florida 32952. The corporation may maintain such other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine.

ARTICLE VII - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1250 Eau Gallie Boulevard, Suite J, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation at that address is RICHARD O. JONES.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Robert A. Briggs	1415 Central Avenue Merritt Island, Florida 32952
Kristine M. Briggs	1415 Central Avenue Merritt Island, Florida 32952

ARTICLE IX - SHAREHOLDERS

The names and addresses of the shareholders of this corporation, the number of shares of stock each has subscribed for and the value of the consideration therefor are:

NAME	ADDRESS	NUMBER OF SHARES	CONSIDERATION
Robert A. Briggs	1415 Central Avenue Merritt Island, Florida 32952	1,000	\$ 1,000.00

ARTICLE X - INCORPORATORS

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

NAME	ADDRESS
Robert A. Briggs	1415 Central Avenue Marriott Island, Florida 32952

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be reserved to the Board of Directors.

ARTICLE XII - OFFICERS

The initial officers of this corporation shall be: Robert A. Briggs, President and Treasurer; and Kristine M. Briggs, Secretary, and said officers shall hold office until their successors are chosen by the Board of Directors and qualify.


IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals on this the 3rd day of May, 1995.


Robert A. Briggs (L.S.)

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT A. BRIGGS, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that being fully informed of the contents thereof, he subscribed to these Articles of Incorporation voluntarily on the day the same bears date.

WITNESS my hand and official seal in the County and State named above this 3rd day of May, 1995.


Notary Public
My commission expires:



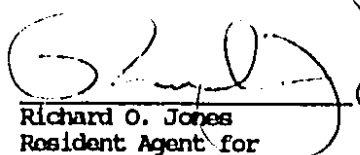
JUNE G. GEIGER
MY COMMISSION # 00411107 EXPIRES
MARCH 3, 1999
BONDED THROUGH INSURANCE, INC.

ACCEPTANCE OF APTOINMENT AS REGISTERED AGENT

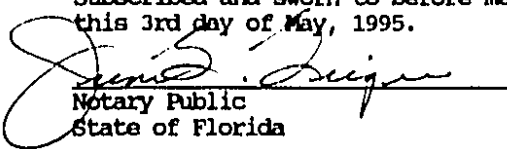
The undersigned, having been named in Article VII to accept service of process upon PORT ST. JOHN PIZZA, INC., at the place designated in the foregoing Articles of Incorporation, does hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.

The location of the registered office of said corporation is 1250 Eau Gallie Boulevard, Melbourne, Florida 32935.

IN WITNESS WHEREOF, the name and seal of said resident agent is hereby affixed at Melbourne, Brevard County, Florida, this 3rd day of May, 1995.


_____(L.S.)
Richard O. Jones
Resident Agent for
Port St. John Pizza, Inc.

Subscribed and sworn to before me
this 3rd day of May, 1995.



Notary Public
State of Florida