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FILED
05 JUN - 6 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1, 1995

EFFECTIVE DATE

May 30, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation of Pizza Connection of Pensacola, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of Pizza Connection of Pensacola, Inc. I have also enclosed a check payable to the Secretary of State for the following:

Fee for filing Articles of Incorporation \$35.00


Fee for naming Registered Agent 35.00

TOTAL \$70.00

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-06/07/95--01080--003
*****70.00 *****70.00


Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,


Lonnie L. Simmons

LLS\kbb

Enclosures


6-13-95

ARTICLES OF INCORPORATION
OF
PIZZA CONNECTION OF PENSACOLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is PIZZA CONNECTION OF PENSACOLA, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the 30th day of May, 1995.

ARTICLE III - PURPOSE

The purpose of this Corporation is to transact any or all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 2,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 8630 Jernigan Road, Pensacola, Florida 32514 and the name of the initial registered agent of this Corporation at that address is Edward E. McFarland.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Edward E. McFarland
8630 Jernigan Road
Pensacola, Florida 32514

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Edward E. McFarland, 8630 Jernigan Road, Pensacola, Florida 32514.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 30th day of MAY, 1995.


EDWARD F MCFARLAND -
Incorporator

STATE OF FLORIDA

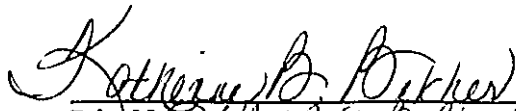
COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to me this 30 day of May

1995, by EDWARD E. MCFARLAND, who is personally known to me, or who has produced

FD # M216-225-32-181 as identification and who did take an oath.




Print Name: KATHERINE B. BECKER
Notary Public, State of Florida
My Commission Expires: 9/11/98

**CERTIFICATE DESIGNATION REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that PIZZA CONNECTION OF PENNSYLVANIA, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8630 Jernigan Road, Pensacola, Florida 32514 has named Edward E. McFarland at 8630 Jernigan Road, Pensacola, Florida 32514, as its agent to accept service of process within Florida.

DATED: MAY 30, 1995.


EDWARD E. MCFARLAND - Director

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 performance of my duties.


EDWARD E. MCFARLAND -
Registered Agent

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95 JUN - 2 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA