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7/27/95 FLORIDA DIVISION OF CORPORATIONS 11:38 AM

((H95000000280))  
TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.  
DEPARTMENT OF STATE 54 NW 11TH ST  
STATE OF FLORIDA MIAMI FL 33136-2890  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
AX: (904) 922-4000

CONTACT: LYNN FRIEDMAN  
PHONE: (305) 358-2571  
FAX: (305) 358-2832

((H95000000280)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: UNCLE FRANK'S PIZZA, INC.  
FAX AUDIT NUMBER: H95000000280 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/27/1995 TIME REQUESTED: 11:38:10  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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95 JUL 27 PM 1:18  
DIVISION OF CORPORATIONS

H95-8288

ARTICLES OF INCORPORATION  
of

UNCLE FRANK'S PIZZA, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is:

UNCLE FRANK'S PIZZA, INC.

ARTICLE II

The principal office and the mailing address of the corporation is:

20290 Old Cutler Road, Miami, FL 33189.

ARTICLE III

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI

The name and address of the initial registered agent and office of this corporation is as follows:

Liliam Fernandez  
407 Lincoln Road, Suite 12-B  
Miami Beach, FL 33139.

H95-8288

ACE INDUSTRIES, INC.

84 NW 11th Street

Miami, FL 33130

305-382-2571

ACE INDUSTRIES, INC.

84 NW 11th Street

Miami, FL 33130

305-382-2571

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE VII

This Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The names and street addresses of the initial director of the corporation is:

Name	Address
ROLANDO PABLO OLIVE	8521 S.W. 207 Terrace Miami, FL 33176
IVELISSERS OLIVE	8521 S.W. 207 Terrace Miami, FL 33176

ARTICLE VIII

This corporation reserved the right to amend or repeal any provisions contained in these Articles or Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE IX

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

ARTICLE XI

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

H95-8288

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ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 21st day of July, 1995.

*Roland Dene*  
-----  
SUBSCRIBER

H-05-8288

H95-8288

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

In compliance with the laws of the State of Florida, the following is submitted:

FIRST: That UNCLE FRANK'S PIZZA, INC. desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named Liliam Fernandez, located at 407 Lincoln Road, Suite 12-S, Miami Beach, FL 33139, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept services of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By:-----

Liliam Fernandez  
Resident Agent

95 JUL 27 PM 3:57  
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CLERK OF DISTRICT COURT  
MIAMI BEACH, FLORIDA

H95-8288

P95000058220

PHILIP MEDVIN  
ATTORNEY AT LAW  
GABLES SQUARE  
77 VALENCIA AVENUE  
SUITE 900  
CORAL GABLES, FLORIDA 33134

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\*\*\*\*\*70.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 14, 1996

Philip Medvin, Esq.  
75 Valencia Ave.  
Suite 900  
Coral Gables, FL 33134

**SUBJECT: UNCLE FRANK'S PIZZA, INC.**  
**Ref. Number: P95000058220**

We have received your document for UNCLE FRANK'S PIZZA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the enclosed Change of Registered Agent form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 596A00011417

PHILIP MEDVIN  
ATTORNEY AT LAW  
GABLES SQUARE  
SUITE 900  
75 VALENCIA AVENUE  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 448-3302  
FACSIMILE (305) 448-1750

March 20, 1996

Mr. Steven Harris  
Corporate Specialist  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Uncle Frank's Pizaa, Inc.  
Ref No.: 95000058220

Dear Mr. Harris:

In accordance with our yesterday's phone conference, I am enclosing Articles Amendment form with paragraphs First, Second, Third, Fourth requested information supplied, and wordage noting the attachment and inclusion of the executed Articles of Amendment and the executed Designation of Resident Agent.

I believe your office has retained my check for \$70.00 covering filing fees.

Your advice by return mail of the filing and inclusion in the corporate records of these corporate papers will be appreciated.

Thanking you, I am,

Sincerely yours,

  
PHILIP MEDVIN

PM:id  
Encl. (as indicated)



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

UNCLE FRANK'S PIZZA, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Attached hereto are executed Articles of Amendment incorporated herein through reference

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DIVISION OF CORPORATIONS  
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**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of the Amendment's adoption is September 29, 1995.

**FOURTH:** The Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

ARTICLES OF AMENDMENT

AND

RESOLUTION ADOPTING ASSIGNMENT OF SUBSCRIPTION RIGHTS AND  
OTHER PROCEEDINGS

BE IT RESOLVED that as of September 29, 1995, the date of sale and transfer of ownership of the on-going restaurant business, owned and operated by Rolando Pablo Olive and Ivelisses Olive, as UNCLE FRANK'S PIZZA, the subscription rights to capital stock, and designation and appointment as Directors of the first Board of Directors of UNCLE FRANK'S PIZZA, INC., incorporated by the State of Florida July 27th, 1995, Certificate Number H095-8288 were transferred unto Robert S. Hart (50%) and Richard S. Oswald (50%) and resignations effected as Directors of the first corporate board of directors by Rolando Pablo Olive and Ivelisses Olive, effective as of September 29th, 1995.

That as of September 29th, 1995, Robert S. Hart and Richard S. Oswald, as successor incorporators conducted the Organizational meeting UNCLE FRANK'S PIZZA, INC., at which meeting elected as directors were:

ROBERT S. HART, Director & Chairman  
RICHARD S. OSWALD, Director

and elected as officers of the corporation were:

ROBERT S. HART, President  
RICHARD S. OSWALD, Vice-President  
ROBERT S. HART, Treasurer  
RICHARD S. OSWALD, Secretary

That at said organizational meeting, the assignment of subscription rights to stock of the corporation by Rolando Pablo Olive and Ivelisses Olive to Robert S. Hart and Richard S. Oswald was acknowledged and accepted in the form submitted by the Board of Directors and the purchase of the corporation's share was conducted and resulted in the acquisition for value by

ROBERT S. HART, 250 shares  
RICHARD S. OSWALD, 250 shares

being all of the authorized shares to be issued.

The designation of Registered Agent was also changed to Philip Mevin, Esq., and is also attached hereto.

That upon adjournment of the said organizational meeting the Chairman announced and recognized that the shareholders, directors, and officers of the corporation to be as above stated to wit:

ROBERT S. HART - owner 50% (250 shares)  
of the corporate stock;

RICHARD S. OSWALD - owner of 50% (250 shares) of the  
corporate stock;

ROBERT S. HART - Director and Vice-Chairman of the  
Board of Directors;

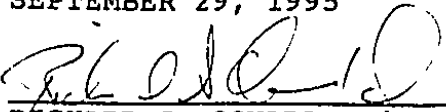
ROBERT S. HART - President and Treasurer of the  
corporation;


RICHARD S. OSWALD - Vice-President and Secretary of  
the corporation.

This Resolution of the Board of Directors having been duly  
proposed, seconded and passed by unanimous vote, the Chairman  
directed that it be filed with the Secretary of State and entered  
in the Minutes of the corporation.

SEPTEMBER 29, 1995

(Corporate Seal)

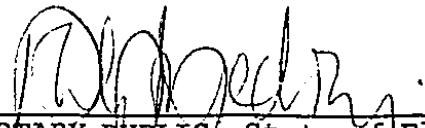
  
RICHARD S. OSWALD, Director

  
ROBERT S. HART, Chairman  
Board of Directors

STATE OF FLORIDA)  
COUNTY OF DADE )

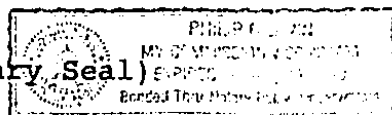
BEFORE ME the undersigned authority appeared ROBERT S. HART  
and RICHARD S. OSWALD, Chairman of the Board of Directors and  
Director, respectively, who upon being duly sworn depose and say  
the they executed the foregoing corporate Resolution of FRANK'S  
PIZZA, INC., for the purposes therein expressed.

DATED: September 20, 1995.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

(Notary Seal)



**DESIGNATION OF REGISTERED AGENT**  
**OF**  
**UNCLE FRANK'S PIZZA, INC.**

1. The main office and principal place of business of this corporation is:

20288-90 Old Cutler Road  
Miami, FL 33189

2. The registered office of this corporation is:

75 Valencia Avenue, Suite 900  
Coral Gables, FL 33134

3. The Registered Agent of this corporation upon whom service of process may be had is:

PHILIP MEDVIN, ESQ.  
75 Valencia Avenue, Ste. 900  
Coral Gables, FL 33134

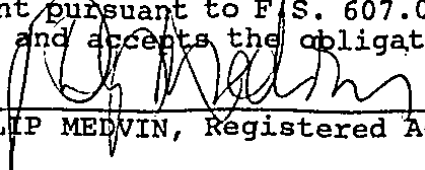
UNCLE FRANK'S PIZZA, INC.

  
\_\_\_\_\_  
ROBERT S. HART, President

  
\_\_\_\_\_  
M. Jackson Oswald, Vice-President

**ACCEPTANCE OF DESIGNATION**  
**AS RESIDENT AGENT FOR SERVICE OF PROCESS**


THE UNDERSIGNED AGENT designated by UNCLE FRANK'S PIZZA, INC., to accept process of Service on its behalf does hereby accept such appointment as Registered Agent pursuant to F.S. 607.037 and states that he is familiarized with, and accepts the obligations provided for in F.S. 607.325.

  
\_\_\_\_\_  
PHILIP MEDVIN, Registered Agent

STATE OF FLORIDA     )  
COUNTY OF DADE     )

BEFORE ME the undersigned authority this 10th day of January, 1994, appeared ROBERT S. HART, President and M. JACKSON OSWALD, Vice-President, of UNCLE FRANK'S PIZZA, INC., and PHILIP MEDVIN, ESQ., Registered Agent, who upon being sworn stated that they executed the foregoing Designation of Resident Agent and Acceptance of Designation as Resident Agent of said corporation, for the purposes therein expressed.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

