

**Zimmerman
Zimmerman
& Miceli, P.A.** ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN STEPHEN L. ZIMMERMAN LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(305) 941-5432
(305) 941-0523 (FAX)

P960000000691

December 14, 1995

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: JRS PIZZA & WINGS, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Thank you for your cooperation in this matter.

Very truly yours,


Lawrence G. Miceli

LGM/sim

600001671736
-12/27/95--01044--001
*****70.00 *****70.00

JAN 3 1996

BS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 26 PM 4: 08

FILED

Enc.

FILED

95 DEC 26 PM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

JRS PIZZA & WINGS, INC.

and the principal office of the Corporation shall be:

8211 W. Atlantic Blvd.
Coral Springs, FL

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, 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 V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: JOHN C. MONTANTI
INITIAL REGISTERED OFFICE: 8211 W. Atlantic Blvd.
Coral Springs, FL

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
JOHN C. MONTANTI	8211 W. Atlantic Blvd. Coral Springs, FL

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN C. MONTANTI	8211 W. Atlantic Blvd. Coral Springs, FL

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

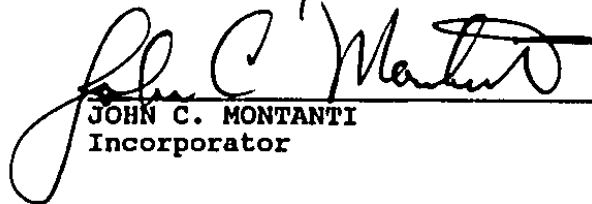
The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

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

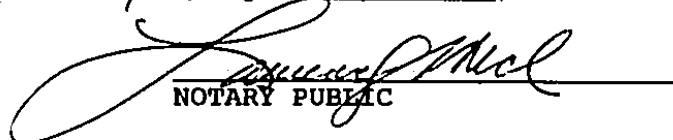
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 17 day of December 1995.

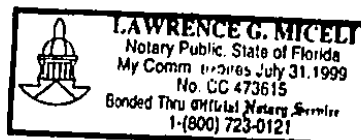

JOHN C. MONTANTI
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN C. MONTANTI, known to me or who did produce Personally Known as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 17 day of December, 1995.


NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Fla. Stat. sec. 48.091, the following is
submitted:

JRS PIZZA & WINGS, INC., desiring to organize under the laws of
the State of Florida, with its principle office, as indicated in
the Articles of Incorporation in the City of Coral Springs, County
of Broward, State of Florida, has named JOHN C. MONTANTI located
at
8211 W. Atlantic Blvd., Coral Springs, County of Broward, State of
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGED:

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

BY: 

JOHN C. MONTANTI
Resident Agent

FILED
95 DEC 26 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000000691

Zimmerman
Zimmerman
& Miceli, P.A.

ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN, STEPHEN L. ZIMMERMAN, LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(954) 941-5132
(954) 941-0523 (FAX)

500001931895
-08/26/96--01021--020
*****70.00 *****35.00

August 21, 1996

600001931896
-08/26/96--01021--020
*****70.00 *****35.00

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: JRS PIZZA & WINGS, INC.

Dear Sir or Madam,

Enclosed please find the original and one copy of a Statement of Change of Registered Agent. In addition, I have enclosed a copy of the minutes of a Special Meeting of Shareholders and Directors, in which the office of President was transferred from John Montanti to Russell McKintyre.

I enclose herewith my trust account check in the amount of \$70.00 to cover the following fees:

Change of Registered Agent	\$35.00
Change of Officer	<u>35.00</u>
	\$70.00

Please return a conformed copy for my file in the envelope I have provided.

I would also request that you send me a current copy of Corporation Basic Fees.

Thank you for your attention to these matters.

Very truly yours,

L.G. Miceli / sm
Lawrence G. Miceli

LGM/skm

SH 8/29

FILED
56 AUG 26 AM 11:24
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED AGENT
OR REGISTERED OFFICE OR BOTH
FOR CORPORATIONS

Pursuant to the provisions of FSA § 607.0502, the undersigned corporation organized under the laws of the state of Florida submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

- I. The name of the corporation: JRS PIZZA & WINGS, INC.
- II. The mailing address of the corporation is:
8211 W. Atlantic Blvd., Coral Springs, Florida 33065
- III. Date of incorporation: 12/26/95
- IV. Document number: P96000000691
- V. The name and address of the current registered agent and office: JOHN MONTANTI, 8211 W. Atlantic Blvd., Coral Springs, Florida 33065
- VI. If applicable, the name of the new registered agent:
RUSSELL MCKINTYRE
- VII. If applicable, the street address of the (new) registered agent: 8211 W. Atlantic Blvd., Coral Springs, Florida 33065
- VIII. The street address of the corporation's registered office and the business office of its registered agent, as changed, will be identical.
- IX. Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.
- X. This change will be effective upon filing.

Date: July 31, 1991


RUSSELL MCKINTYRE, PRESIDENT

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all

FILED
95 AUG 26 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAGE TWO, CHANGE OF REGISTERED AGENT

statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



RUSSELL MCKINSTRY, Registered Agent

July 31 1986
Date

P96000000691

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: LAURENCE G. MICELI EIN or SS#: 267-55-0794

Address: 737 E. Atlantic Blvd
Pompano Beach, FL 33060

Amount: \$70.00 Date Paid 8/21/96

Reason for claim: Withdrawal of amendment filing fee.

S. Harris/Amendments

JRS PIZZA & WINGS, INC., P96-691

Certified true and correct this 26 day of September, 19 96.

Signature Laurence G. Miceli

* Must be completed if authority is other than Section 215.26, Florida Statutes.

SH 10/25

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>70.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>01021--020</u> dated <u>08/26/96</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607.0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 29, 1996

Lawrence G. Miceli
Zimmerman Zimmerman & Miceli
737 E. Atlantic Blvd.
Pompano Beach, FL 33060

SUBJECT: JRS PIZZA & WINGS, INC.
Ref. Number: P96000000691

We have received your document for JRS PIZZA & WINGS, 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):

Minutes are not filed with the Division of Corporations and should be kept with the records of the corporation. Any changes that are being made to the articles of incorporation can be made by filing articles of amendment. Enclosed is an amendment 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: 196A00040891

*Provided refund
app. 9/23
JD*

**Zimmerman
& Miceli, P.A.** ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN • STEPHEN L. ZIMMERMAN • LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33064
(954) 941-5432
(954) 941-0523 (FAX)

September 17, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Steven Harris

RE: JRS Pizza & Wings, Inc.
Reference Number: P96000000691

Dear Mr. Harris:

I am in receipt of your letter of August 29, 1996 in regards to the above referenced matter.

Please be advised we will not be needing to file the articles of amendment.

As such, I would request reimbursement of the \$70.00 which was submitted, at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

Lawrence G. Miceli /s/m
Lawrence G. Miceli

LGM/sim

RECEIVED
96 SEP 20 PM 2:41
DIVISION OF CORPORATIONS



ATTORNEYS AT LAW

NORMAN D. ZIMMERMAN, STEPHEN L. ZIMMERMAN, LAWRENCE G. MICELI

737 EAST ATLANTIC BLVD.
POMPANO BEACH, FLORIDA 33060
(954) 941-5432
(954) 941-0523 (FAX)

August 21, 1996

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: JRS PIZZA & WINGS, INC.

Dear Sir or Madam,

Enclosed please find the original and one copy of a Statement of Change of Registered Agent. In addition, I have enclosed a copy of the minutes of a Special Meeting of Shareholders and Directors, in which the office of President was transferred from John Montanti to Russell McKintyre.

I enclose herewith my trust account check in the amount of \$70.00 to cover the following fees:

Change of Registered Agent	\$35.00
Change of Officer	<u>35.00</u>
	\$70.00

Please return a conformed copy for my file in the envelope I have provided.

I would also request that you send me a current copy of Corporation Basic Fees.

Thank you for your attention to these matters.

Very truly yours,

L. G. Miceli / sm
Lawrence G. Miceli

LGM/skm

~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXXXXXXXXXXXXXXXX~~
600001931896
-08/26/96--01021--020
*****70.00 *****35.00