

**P9600002224**  
**MATHEWS SMITH RAILEY & DeCUBELLIN**

FRANK M. BEDELL  
DANIEL L. DeCUBELLIN  
JENNIFER B. FURN  
LAWRENCE G. MATHEWS, III  
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MARK L. VAN VALKENBURGH  
MARY M. WILLS

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ATTORNEYS AT LAW

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OF COUNSEL:  
LYNN WALKER WRIGHT  
8718 NEW ORANGE, SUITE 108  
PORT ORANGE, FLORIDA 32127  
TELEPHONE (407) 886-8800  
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December 28, 1995

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

1000001676231  
-01/03/96--01016--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: PARROT HEAD PIZZA, INC.

Dear Sir/Madam:

I enclose Articles of Incorporation for filing. Also enclosed is our check in the amount of \$70.00, broken down as follows:

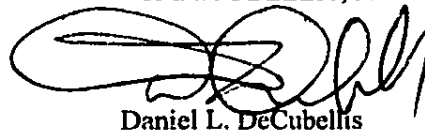
Filing Fee:	\$35.00
Registered Agent Fee:	<u>35.00</u>
TOTAL	\$70.00

Provided herein is a photocopy of the Articles which we request you date stamp and return to us in the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to call my office.

Sincerely,

MATHEWS SMITH RAILEY  
& DeCUBELLIS, P.A.



Daniel L. DeCubellis

FILED  
56 JAN -2 PM 6:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DLD\bkc  
Enclosures - Articles  
Check  
Articles cc  
Envelope

**ARTICLES OF INCORPORATION  
OF  
PARROT HEAD PIZZA, INC.**

**FILED**  
96 JAN -2 PM 6:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being CHRIS SCHULTZ, competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

**PARROT HEAD PIZZA, INC.**

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE III - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date of the filing of these Articles of Incorporation, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 7617 Brandywood Circle, #163, Winter Park, Florida 32792, and the name of the initial registered agent of this Corporation at that address is CHRIS SCHULTZ. The corporate principal office and mailing address is 7617 Brandywood Circle, #163, Winter Park, Florida 32792.

ARTICLE VI - Directors

- A. The initial number of Directors of this Corporation shall be two.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefore.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Chris Schultz	7617 Brandywood Circle, #163 Winter Park, Florida 32792
Robert Fiorenzi	4675 Firwood Avenue Plymouth, Michigan 48170

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporators

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

<u>Name</u>	<u>Street Address</u>
Chris Schultz	7617 Brandywood Circle, #163 Winter Park, Florida 32792

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

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 Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of DECEMBER 1995

  
CHRIS SCHULTZ

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of Dec, 1995  
by CHRIS SCHULTZ, who is personally known to me or who produced  
REASONABLY KNOWN as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: [Signature]

Print: DANIEL L. DELOSCIO

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby state that I am familiar with the duties, obligations and responsibilities as a  
Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered  
Agent for Parrot Head Pizza, Inc.

[Signature]

CHRIS SCHULTZ

996 000002224  
MATHEWS RAILEY DECUBELLIS & GOODWIN

THOMAS M. DEBELL  
DANIEL L. DECUBELLIS  
JENNIFER L. ELLI  
DAVID C. GOODWIN  
LAWRENCE G. MATHEWS JR.  
EDWARD H. RAILEY, III  
MARIE L. VALVALENTIN  
MAHE M. WILLO

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

POST OFFICE BOX 4070  
ORLANDO, FLORIDA 32802-4070

TELEPHONE (407) 872-2200  
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JOEL CHANDLER  
2115 South Orange Avenue  
Orlando, Florida 32801

JOEL CHANDLER  
LAW OFFICES  
2115 South Orange Avenue, Suite 102  
Post Office Box 4110  
Orlando, Florida 32801  
(407) 872-2200  
FAX (407) 483-1030

September 20, 1996

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
ATTN: Amendment Section

Re: Sunset Pizza, Inc.

000001354640  
-09/24/96--01096--00  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

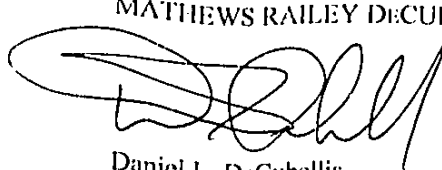
Dear Sir/Madam:

I enclose for filing original Articles of Amendment. Also enclosed is our check in the amount of \$35.00 for the filing fee. Please date stamp the enclosed copy of the Articles and return it to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter. Please contact the undersigned should you have any questions.

Very truly yours,

MATHEWS RAILEY DECUBELLIS & GOODWIN, P.A.

  
Daniel L. DeCubellis

DLD:jl  
Enclosures

N. HENRI... 2 4 1996

Amend.

### ARTICLES OF AMENDMENT

These Articles of Amendment are filed pursuant to Section 607.1006, Florida Statutes.

1. The name of the corporation is:

PARROT HEAD PIZZA, INC.

2. The text of the amendment adopted is as follows:

The name of the corporation is changed to:

SUNSET PIZZA, INC.

3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The amendment was adopted on the 11 day of September, 1996.
5. This amendment was made with shareholder consent.
6. This amendment was approved by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval. There is not more than one voting group and the amendment was adopted by the shareholders unanimously.

  
Chris Schultz, President

STATE OF FLORIDA  
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of Sept, 1996, by Chris Schultz, as President of Parrot Head Pizza, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

NOTARY PUBLIC:



WILLIAM G. LEONARD  
My Commission CC329062  
Expires Nov. 08, 1997  
Bonded by ANB  
800-852-5878

Sign: William G. Leonard

Print: William G. Leonard

State of Florida at Large (Seal)

My Commission Expires: 11/08/97