

CHARLES W. MATTHEWS, I

Attorney at Law

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January 24, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
56 JAN 31 AM 8:15

RE: SMOKY MOUNTAIN PIZZA, INC.

Gentlemen:

Please file the enclosed Articles of Incorporation for said corporation.

My check for \$70.00 filing fee is enclosed.

Sincerely,

*Charles W. Matthews*  
Charles W. Matthews

CWM/kw

Enclosures

500001702425  
-01/31/96--01030--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

2/5/96  
*(Signature)*

ARTICLES OF INCORPORATION  
OF  
SMOKY MOUNTAIN PIZZA, INC.

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

ARTICLE I. NAME

The name of the corporation shall be SMOKY MOUNTAIN PIZZA, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, of the State of Florida, or of any other State, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 99 shares of common stock having a par value of \$1.00 per share. No stockholder may sell, transfer, or pledge any stock or stock rights without prior written consent of all other stockholders.

ARTICLE IV. ADDRESS

The address of the registered and principal office of the corporation is 2274 Toniwood Lane, Palm Harbor, FL 34685.

ARTICLE V. REGISTERED AGENT

The name and address of the Registered Agent of this corporation is Joseph Costello, 2274 Toniwood Lane, Palm Harbor, FL 34685.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually and may transact business upon formation.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such

actions as are necessary to accomplish this compliance will be taken by the appropriate officers.

#### ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same or different kind, class, or series as that which he already holds shall have the right to purchase his prorata share thereof at the price and on the terms at which it is offered to others.

#### ARTICLE IX. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

#### ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first twelve months after incorporation or until their successors are designated, are: President: Joseph Costello, 2274 Toniwood Lane, Palm Harbor, FL 34685; Vice-President: Eugene R. DeLucia III, 4543 S. Manhattan Avenue, Tampa FL 33611; Secretary-Treasurer: David Conover, 8303 Coors Place, Tampa FL 33615.

#### ARTICLE XI. STOCK

The initial authorized stock shall be ninety-nine shares of common stock, issued 33 shares each to Joseph Costello, Eugene R. DeLucia III, and David Conover. These articles shall serve as a certificate of such ownership.

#### ARTICLE XII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is: Eugene R. DeLucia III, 4543 S Manhattan, Tampa FL 33611.

I know and accept the duties of registered agent for  
the corporation.

Joseph Costello  
Joseph Costello  
Registered Agent

IN WITNESS WHEREOF, I have set my hand and seal this  
26 day of JANUARY, 1996.

Eugene R. DeLuca III  
Eugene R. DeLuca III, subscriber

The foregoing instrument was acknowledged before me this  
26 day of JANUARY, 1996, by Eugene R. DeLuca III,  
who is personally known to me.

Charles W. Matthews  
Notary

My commission expires:

This instrument prepared by: CHARLES W. MATTHEWS, ESQUIRE  
3105 W. Cypress Street  
Tampa, FL 33607 (813)879-0932