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GARY M. FERNALD  
ATTORNEY AT LAW

LEGAL ARTS BUILDING, SUITE ONE  
801 SOUTH FORT HARRISON AVENUE  
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June 17, 1996

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

500001875295  
-06/25/96--01123--017  
\*\*\*122.50 \*\*\*122.50

Re: GREGORYT's PIZZA & SUBS, INCORPORATED

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing a check in the amount of \$122.50, covering:

\$35.00 - Filing Fee  
\$35.00 - Certificate Designating Registered Agent  
\$52.50 - Certified Copy

Sincerely,



Gary M. Fernald

GMF/cr

FILED  
96 JUN 24 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-26-96  
JR

**ARTICLES OF INCORPORATION**

**OF**

**GREGORY T's PIZZA & SUBS, INCORPORATED**

FILED

96 JUN 26 AM 7:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be GREGORY T's PIZZA & SUBS, INCORPORATED, and the principal place of business of this corporation shall be

1901 West Bay Drive  
Unit 1 A & 2 A  
Largo, Florida 33770

**ARTICLE II**

**NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares common stock at \$1.00 par value.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of the State of Florida.

**ARTICLE V**

**OFFICERS DIRECTORS**

This corporation shall have two (2) Directors 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. The names and street addresses of the initial officers and

directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected :

GREGORY W. TAYLOR  
390 Larchwood Drive  
Largo, FL 34640

PATRICIA J. TAYLOR  
390 Larchwood Drive  
Largo, FL 34640

**ARTICLE VI**  
**INCORPORATORS**

The names and street addresses of the Incorporators to these Articles of Incorporation are:

GREGORY W. TAYLOR  
390 Larchwood Drive  
Largo, FL 34640

PATRICIA J. TAYLOR  
390 Larchwood Drive  
Largo, FL 34640

**ARTICLE VII**  
**INDEMNIFICATION**

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

**ARTICLE VIII**  
**BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE IX**  
**AMENDMENT**

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

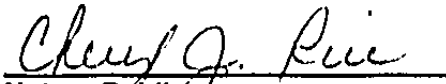
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 17 day of June, 1996.

  
GREGORY W. TAYLOR, Incorporator

  
PATRICIA J. TAYLOR, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

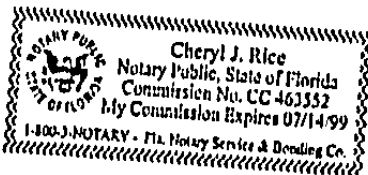
The foregoing instrument was acknowledged and sworn to before me this  
17 day of June, 1996 by GREGORY W. TAYLOR and PATRICIA J. TAYLOR,  
of GREGORY T's PIZZA & SUBS, INCORPORATED, who are personally known to me  
or who have produced n/a as Identification and who did (did not) take  
an oath.

  
Notary Public

Cheryl J. Rice

Printed Name of Notary

Notary Seal:



**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered agent, in the State of Florida.

1. The name of the corporation is GREGORY T's PIZZA & SUBS, INCORPORATED.

2. The name and address of the registered agent is Gary M. Fernald, 501 S. Ft. Harrison, Suite One, Clearwater, FL 34616. Having been named to accept service of process for the above stated 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 and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

  
GARY M. FERNALD

DATED: 6/17/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA