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FILED

96 JUN 24 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAWRENCE J. SEMENTO, P.A.
BRIET L. SWIGERT, P.A.

TELEPHONE (352) 357-0770

NEAL D. HUBBSCH, OF COUNSEL

June 20, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/25/96--01138--011
*****70.00 *****70.00

Re: Papa Jay's, Inc.

Dear Sirs:

In regard to the above, enclosed please find Articles of Incorporation, Certificate Designating Registered Agent, and check in the amount of \$70.00 for filing this corporation. If all is in order, I would request that the Articles be properly filed in the records of the Secretary of State. If you have any questions regarding the enclosed, please call.

Very truly yours,

Lawrence J. Semento
LAWRENCE J. SEMENTO

LJS/sc

Enclosures

PH/26/96

ARTICLES OF INCORPORATION
OF
PAPA JAY'S, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: PAPA JAY'S, INC.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The Corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the

books of the Corporation.

ARTICLE V

The principal office of the Corporation will be located at 531 North Bay Street, Eustis, Florida, and its mailing address is 531 North Bay Street, Eustis, Florida 32726.

ARTICLE VI

The initial Registered Agent for the Corporation is Lawrence J. Semento, whose address is 531 North Bay Street, Eustis, Florida 32726. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

The Corporation shall initially have one (1) director. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence J. Semento	531 North Bay Street Eustis, Florida 32726

ARTICLE VIII

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

The name and street address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence J. Semento	531 North Bay Street Eustis, Florida 32726

ARTICLE X

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XI

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

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, proposed by them to the Shareholders, and approved at the Shareholders' meeting by a majority of the Shareholders entitled to vote thereon, unless all the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

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

DATED THIS 14 day of June, A.D., 1996.

WITNESSES:

Witness _____

Printed/Typed Name _____

Witness _____

Printed/Typed Name _____



LAWRENCE J. SEMENTO

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared LAWRENCE J. SEMENTO, who is personally known to me (or who has produced _____ as identification) and who acknowledged before me that he subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of June, A.D., 1996.

Notary Public Signature

Printed/Typed Name

My Commission Expires:

Commission Number

DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following corporation has filed for compliance with said act:

That PAPA JAY'S, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Eustis, County of Lake, State of Florida, has named LAWRENCE J. SEMENTO as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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



LAWRENCE J. SEMENTO, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA