

P96000070288

August 19, 1996

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

500001928515
-08/21/96--01067--002
*****122.50 *****122.50

RE: HAINES CITY PIZZA, INC.

Enclosed please find original and one copy of Articles of Incorporation for Haines City Pizza, Inc. Please file this corporation. Also enclosed is my check for \$122.50 for filing same.

Thank you.

Very truly yours,

Daniel W. Legg
DANIEL W. LEGG

513 Hinson Ave.
Haines City, FL 33844

FILED
95 AUG 21 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL AUG 23 1996

ARTICLES OF INCORPORATION
OF
HAINES CITY PIZZA, INC.

FILED
96 AUG 21 AM 0:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HAINES CITY PIZZA, INC..

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 600 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 600 shares of the Capital Stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street and mailing address in Florida of the initial registered and principal office of the corporation is 513 Haines City Mall, Haines City, FL, 33844, and the name of the initial

registered agent at such address is DANIEL W. LEGG.

SIXTH: The initial board of directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

DANIEL W. LEGG, 3220 Lakeview Rd., Haines City, FL, 33844.

MARCIA GARDNER-LEGG, 3220 Lakeview Rd., Haines City, FL, 33844.

EIGHTH: The names and addresses of the initial incorporators are as follows:

DANIEL W. LEGG, 3220 Lakeview Rd., Haines City, FL, 33844.

MARCIA GARDNER-LEGG, 3220 Lakeview Rd., Haines City, FL, 33844.

NINTH: Two-thirds of the stockholders of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized or authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized or authorized and issued.

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them along as many candidates as he may wish. Notice must be given by any shareholder to the president or vice-president of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Haines City, Polk County, Florida, this 19th day of August, 1996.

Daniel W. Legg
DANIEL W. LEGG, Incorporator

Marcia Gardner-Legg
MARCIA GARDNER-LEGG, Incorporator

STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, personally appeared DANIEL W. LEGG and MARCIA GARDNER-LEGG, who are to me personally well known to be the persons described in and who subscribed the above articles of incorporation and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto subscribed and set my hand and official seal at Haines City, Polk County, Florida, this 19th day of August, 1996.

Deborah F. Anderson
NOTARY PUBLIC

My commission expires:



DEBORAH F. ANDERSON
MY COMMISSION # CC384520 EXPIRES
July 30, 1998
BONDED THROUGH TROY FAH INSURANCE, INC.

CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

96 AUG 21 AM 8:24

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is HAINES CITY PIZZA, INC.

2. The name and address of the registered agent and office is:

DANIEL W. LEGG, 513 Haines City Mall, Haines City, FL, 33844.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Daniel W. Legg
DANIEL W. LEGG

REGISTERED AGENT

DATE: August 19, 1996