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PRIENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 131107 4656E

AUTHORIZATION :

Patricia Page

COST LIMIT : \$ 122.50

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CUSTOMER NO: 4656E

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CUSTOMER: Sandra C. Gordon, Esq
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
111 North Orange Avenue
Suite #2050
Orlando, FL 32801

DOMESTIC FILING

NAME: MRS. MCCORVEY'S NEIGHBORHOOD
PIE SHOPS INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

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56 OCT 24 PM 2:05
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MRS. MCCORVEY'S NEIGHBORHOOD PIE SHOPS INTERNATIONAL, INC.**

ARTICLE I

Name and Duration

The name of the Corporation is MRS. MCCORVEY'S NEIGHBORHOOD PIE SHOPS INTERNATIONAL, INC. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 149 Wekiva Springs Road, Longwood, Florida 32779.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 149 Wekiva Springs Road, in the City of Longwood, County of Seminole, 32779. The name of the registered agent at such address is Gus Papathanasopoulos.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The Corporation is authorized to issue two classes of shares to be designated respectively "Common Stock" and "Preferred Stock." The total number of all classes of Stock which the Corporation is authorized to issue is 40,000,000 shares. The number of authorized shares of Common Stock is 20,000,000 shares, \$.01 par value per share. The number of authorized shares of Class A Preferred Stock is 20,000,000 shares, \$.25 par value per share.

A. Common Stock. Subject to the preferential dividend rights applicable to shares of any series of Class A Preferred Stock, the holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the holders of shares of the Class A Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Except as otherwise provided herein, each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

Shares of Common Stock may be issued by the Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors.

B. Class A Preferred Stock. The Preferred Stock, other than the Class A Preferred Stock designated below, may be issued by the Board of Directors, from time to time, in one or more series. Authority is hereby vested solely in the Board of Directors of the Corporation to provide, from time to time, for the issuance of Class A Preferred Stock in one or more series and in connection therewith to determine without shareholder approval, the number of shares to be included and such of the designations, powers, preferences, and relative rights and the qualifications, limitations, and restrictions of any such series, including, without limiting the generality of the foregoing, any of the following provisions with respect to which the Board of Directors shall determine to make affirmative provision:

1. The designation and name of such series and the number of shares that shall constitute such series;

2. The annual dividend rate or rates payable on shares of such series, the date or dates from which such dividends shall commence to accrue, and the dividend payment dates for such dividends;

3. Whether dividends on such series are to be cumulative or noncumulative, and the participating or other special rights, if any, with respect to the payment of dividends;

4. Whether such series shall be subject to redemption and, if so, the manner of redemption, the redemption price or prices and the terms and conditions on which shares of such series may be redeemed;

5. Whether such series shall have a sinking fund or other retirement provisions for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund or other retirement provisions and the extent to which the charges therefor are to have priority over the payment of dividends on or the making of sinking fund or other like retirement provisions for shares of any other series or over the payment of dividends on the Common Stock;

6. The amounts payable on shares of such series on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation and the extent to which such payment shall have priority over the payment of any amount on voluntary or involuntary dissolution, liquidation, or winding up of the affairs of the Corporation on shares of any other series or on the Common Stock;

7. The terms and conditions, if any, on which shares of such series may be converted into, or exchanged for, shares of any other series or of Common Stock;

8. The extent of the voting powers, if any, of the shares of such series;

9. The stated value, if any, for the shares of such series, the consideration for which shares of such series may be issued and the amount of such consideration that shall be credited to the capital account; and

10. Any other preferences and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof, or any other term or provision of shares of such series as the Board of Directors may deem appropriate or desirable.

The Board of Directors is expressly authorized to vary the provisions relating to the foregoing matters between the various series of Preferred Stock.

All shares of Preferred Stock of any one series shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be payable, and if cumulative, shall accumulate.

Shares of any series of Preferred Stock (including the Class A Preferred Stock designated below) that shall be issued and thereafter acquired by the Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange, or otherwise, shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such series or as part of any other series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number

of authorized shares of stock of any series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to series.

2. The first series of Preferred Stock shall be designated Class A Preferred Stock, and shall consist of 10,000,000 shares, \$.25 par value per share. The Class A Preferred Stock shall have the following terms:

a. Dividends. Holders of shares of the Class A Preferred Stock are entitled to receive, when and if declared by the Board of Directors, out of funds legally available therefor, cash dividends or, in the Corporation's sole discretion, cash equivalent value stock dividends of Common Stock, at the rate of 4% per annum, commencing on December 31, 2000. After such date, dividends shall be payable in semi-annual installments on June 30, and December 31 of each year.

b. Voting Rights. Except as otherwise required by law, the entire voting power in the Corporation shall be vested in the holders of shares in the Common Stock of the Corporation and the holders of the Class A Preferred Stock shall have no voting power.

c. Rights upon Dissolution. Upon the voluntary or involuntary dissolution of the Corporation or upon the Corporation's voluntary or involuntary liquidation otherwise, or upon any voluntary or involuntary distribution of its assets by way of return of capital, the holders of Class A Preferred Stock shall be entitled to receive and be paid \$.25 for each share of Class A Preferred Stock held by the preferred shareholder before anything shall be paid to or on account of the Common Stock of the Corporation. The consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a dissolution, liquidation, or distribution of assets of the Corporation within the meaning of this paragraph.

d. Redemption. The Class A Preferred Stock shall be redeemable, as a whole at any time or in part from time to time, at the sole option of the Board of Directors of the Corporation, upon notice given as hereinafter provided with the redemption price being \$.25 per share for each of such preferred shares held by the preferred shareholder. All Class A Preferred Stock so redeemed shall be canceled and retired in such manner as may be prescribed by law and no Class A Preferred Stock so redeemed shall be reissued.

e. Method of Redemption of Class A Preferred Stock:

(i) In case the Corporation shall at any time elect to redeem and retire less than the whole of the outstanding Class A Preferred Stock, it shall either select by lot, in such manner as its Board of Directors shall determine, the shares to be redeemed and retired, or redeem and retire such proportion of such Class A Preferred Stock held by each holder thereof as

(a) the aggregate par amount of such Class A Preferred Stock then to be redeemed and retired shall bear to (b) the total par amount of such Class A Preferred Stock then outstanding; provided that, if the redemption and retirement of such proportion of the Class A Preferred Stock, held by any such holder, would require the redemption and retirement of a fraction of a share thereof, the Corporation may redeem and retire the whole of such share.

(ii) In case the Corporation shall elect to redeem and retire all or any of the Class A Preferred Stock, notice of such election shall be given by mailing the same to every holder of record of Class A Preferred Stock any of whose shares are then to be redeemed, on a date not less than 5 days nor more than 30 days prior to the date designated in such notice as the date of the redemption and retirement of Class A Preferred Stock, at the address of such holder as the same shall appear on the books of the Corporation. Such notice shall state that on the date therein specified the Corporation will redeem and retire all the Class A Preferred Stock represented by or included in the certificates which shall be specified by number in such notice, or a specified number of such shares, as the case may be, upon the surrender for cancellation, duly endorsed, of the certificate or certificates representing or including the shares to be redeemed and retired. In case the Corporation shall give notice of redemption as herein provided, and shall, on or before the date specified in such notice for the redemption of any such shares, deposit the amount of the redemption price thereof with an independent trustee having an office in Orange County or Seminole County in the State of Florida designated in such notice of redemption, all shares of Class A Preferred Stock to be redeemed as set forth in such notice shall be deemed to have been redeemed on the date so specified, whether or not the certificates for such shares shall be surrendered for redemption and canceled; and such shares of Class A Preferred Stock called for redemption shall, from and after such date, cease to represent any interest whatever in the Corporation or its property; and the holders thereof shall have no rights, other than the right to receive, from and out of such deposit, such redemption.

f. Limitation on Participation. Except as herein provided, the Class A Preferred Stock shall not be entitled to participate in the earnings or the assets of the Corporation.

g. Preemptive Rights. No holder of Class A Preferred Stock in this Corporation shall have any preemptive or preferential right of subscription to any shares of any class of the Corporation, whether now or hereafter authorized, or to any obligations convertible into shares in the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors, in its discretion, may, within the limitations hereinafter stated, from time to time determine, and at such price as the Board of Directors may from time to time fix.

h. Sinking Fund. No sinking fund shall be established for the retirement or redemption of the Class A Preferred Stock.

i. Assignability. The Class A Preferred Stock shall not be assignable or transferrable by the preferred shareholder without the prior express written consent of the Corporation.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gus Papathanasopoulos	149 Wekiva Springs Road Longwood, Florida 32779

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal

DATED at Orlando, Orange County, Florida, this
Twenty third day of October, 1996.

INCORPORATOR

By: Gus Papathanasopoulos
Gus Papathanasopoulos


REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That MRS. MCCORVEY'S NEIGHBORHOOD PIE SHOPS INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named Gus Papathanasopoulos, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with Section 607.0501, Florida Statutes.


Gus Papathanasopoulos

DATED: 10/23/96

FILED
96 OCT 24 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA