

P96000089587

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/31 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 12:00 5/2

RE: BVL Pizza, Inc.

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
BVL PIZZA, INC.

FILED
96 OCT 31 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby certify to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **BVL PIZZA, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To operate a Hungry Howie's Pizza restaurant franchise;
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way; and
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 3710 New Tampa Highway, Lakeland, Florida 33801, and the corporate mailing address is the same.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Second Street, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is BARRY W. BENNETT.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

THOMAS J. ROEHRIG
6625 Winterset Gardens Road
Winter Haven, Florida 33884

DAVID T. ROEHRIG
1949 Bishops Gate, S.W.
Winter Haven, Florida 33880

BRIAN E. ROEHRIG
819 San Jose Court
Poinciana, Florida 34758

ARTICLE VIII - INCORPORATORS

THOMAS J. ROEHRIG, DAVID T. ROEHRIG and BRIAN E. ROEHRIG are the individuals signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - NON-RESTRICTION OF CONTRACT

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing, shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
THOMAS J. ROEHRIG	251 shares
DAVID T. ROEHRIG	125 shares
BRIAN E. ROEHRIG	125 shares

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.



THOMAS J. ROEHRIG



DAVID T. ROEHRIG

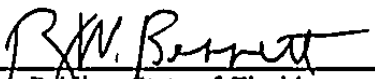


BRIAN E. ROEHRIG

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **THOMAS J. ROEHRIG**, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of **BVL PIZZA, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 25th day of September, 1996.



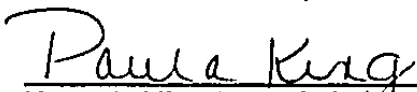
Notary Public - State of Florida
My Commission Expires: 8/26/99
My Commission No. CC-462006



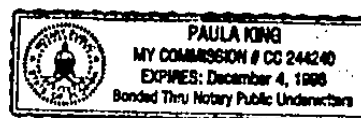
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **DAVID T. ROEHRIG**, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of **BVL PIZZA, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 25th day of September, 1996.



Notary Public - State of Florida
My Commission Expires:
My Commission No.

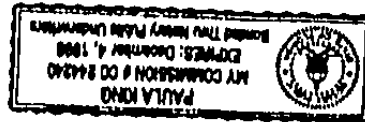


STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **BRIAN E. ROEHRIG**, who is personally known to me or who has produced _____ as identification, known to me to be the incorporator of **BVL PIZZA, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 25th day of September, 1996.

Paula King
Notary Public - State of Florida
My Commission Expires:
My Commission No.



FILED

96 OCT 31 AM 11:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

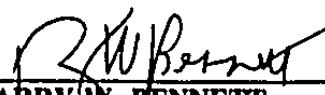
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **BVL PIZZA, INC.**, desiring to organize under the laws of the State of Florida, has named **BARRY W. BENNETT**, of 60 Second Street, S.E., Winter Haven, Florida 33880, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



BARRY W. BENNETT
Registered Agent