

TRANSMITTAL LETTER

P960000090968

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

SUBJECT: Tony Pepperoni's of America Corp.
(Proposed corporate name - must include suffix)

200001994438--0
-11/01/96--01100--005
****122.50 ****122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jeffrey A. Miceli
Name (Printed or typed)

2614 E. Washington St.
Address

Orlando, Fl. 32803
City, State & Zip

(407) 894-6856
Daytime Telephone number

96 NOV -1 AM 11:29
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

g 11/6/96

Tony Pepperoni's of America

2614 E. Washington St.
Orlando, FL 32803

Phone (407)895-0249
Fax 555-9876

October 28, 1996

Articles of Incorporation for 'Tony Pepperoni's of America

Article 1: Name of Corporation.

Tony Pepperoni's of America Corp.

Article 2: Address of the principle office and mailing address.

Principle office:
The Aloma Square
6716 Aloma Avenue Unit #29
Winter Park, FL 32792

Mailing address:
2614 E. Washington St.
Orlando, FL 32803

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DIVISION OF CORPORATIONS
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Article 3: Number of Shares.

1000 shares distributed in this way: 500 to Jeff Miceli and 500 to Michael Miceli

Article 4: Name of registered agent and address of registered office.

name: Jeff Miceli

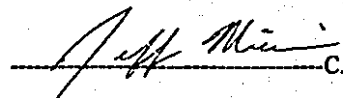
address: 2614 E. Washington St.
Orlando, FL 32803

Article 5: Names and addresses of the incorporators.

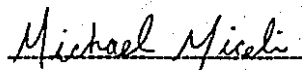
Jeff Miceli
2614 E. Washington St.
Orlando, FL 32803

Michael Miceli
2550 N. Alafaya Trail #6108
Orlando, FL 32826

Jeff Miceli, Chief Executive Officer

 C.E.O.

Michael Miceli, Chief Operating Officer

 C.O.O.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Tony Pepperoni's of America Corp.

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

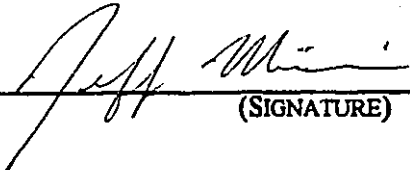
Jeff Miceli
(NAME)

2614 E. Washington St.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Fl. 32803
(CITY/STATE/ZIP)

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DIVISION OF CORPORATIONS
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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)

October 28, 1996
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

P96000090968

TO: STATE OF FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Please find enclosed a check for ^{35.00}~~70.00~~ to pay the corporate filing fee and the registered agent fee for the corporation whose articles accompany this letter. *Amendment*


IF THERE ARE ANY PROBLEMS WITH THIS FILING
DO NOT RETURN THESE FORMS, INSTEAD PLEASE
CALL COLLECT TO (407) 869-5766
OR FAX YOUR CORRESPONDENCE TO (407) 869-5207

When the filing has been completed please return our photocopy of these articles by:

- ☐ EXPRESS DELIVERY USING THE ENCLOSED PAPERWORK
- ☐ REGULAR MAIL TO THE CORPORATIONS MAILING ADDRESS
- ☒ REGULAR MAIL TO N.A.M.S.
841 DOUGLAS AVENUE STE. 104
ALTAMONTE SPRINGS, FL 32714

Thank you for your assistance.

Sincerely,


Joe Pires
General Manager

P96000090968

3 PCD
NO
6-12-97

0000002209930-3
-06/12/97-01015-02
*****35.00 *****35.00

OK

ARTICLE OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF TONY PEPPERONI OF AMERICA, INC.

Pursuant to Section 607.1006 Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is Tony Pepperoni of America, Inc.

SECOND

The following amendment to the articles of incorporation was adopted by the corporation:
Effective June 1, 1997, the name of the corporation shall be changed to Fratello's Pizza, Inc.

THIRD

The amendment was adopted by unanimous vote of the shareholders on June 1, 1997.

Fratello's Pizza, Inc.
(Formerly Tony Pepperoni, Inc.)

By

Jeff Miceli

Secretary

State of Florida
County of Seminole

Before me the undersigned authority, personal appeared Jeff Miceli, to me well known to be the persons who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of June, 1997.

Notary Public

My Commission Expires:



JOE PIRES
COMMISSION # CC 488514
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FL DL M240 421 7/4710

SHAREHOLDERS' RESOLUTION CHANGING NAME OF CORPORATION

UPON a duly made and seconded motion, the resolution that follows below was duly adopted by the holders of a majority of the shares entitled to vote on the resolution:

RESOLVED, that on June 1, 1997 the name of Tony Pepperoni's of America, Inc. is changed to Fratello's Pizza, Inc., and it is

FURTHER RESOLVED, that the officers of the Corporation are hereby directed to file in the appropriate State office a certificate setting forth the change of name of Tony Pepperoni of America, Inc. to Fratello's Pizza, Inc.

The undersigned, Jeff Miceli, certifies that I am the duly appointed Secretary of the corporation and that the above is a true and correct copy of a resolution duly adopted at a meeting of the shareholders thereof, convened and held in accordance with law and the bylaws of said corporation on June 1, 1997, and that such resolution is in full force effective June 1, 1997.

IN WITNESS THEREOF, I have affixed my name as Secretary of the corporation to this resolution.

Dated: June 01, 1997

Jeff Miceli Sec.
Jeff Miceli Title