

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-9172 FAX

800-342-8086



PROMISE DATA
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 149489 11170A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 140.00

ORDER DATE : November 8, 1996

ORDER TIME : 1:16 PM

ORDER NO. : 149489-005

CUSTOMER NO: 11170A

300002001403--8

CUSTOMER: William A. Malnick, Esq
WILLIAM A. MALNICK, P.A.

Suite 2700
100 Southeast Second Street
Miami, FL 33131

DOMESTIC FILING

NAME: SPIZZACO, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY - Qty. 1
☐ PLAIN STAMPED COPY
☒ CERTIFICATE OF GOOD STANDING - Qty. 2

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

11-12-96
kr

FILED
96 NOV -8 4:11:54
RECEIVED
96 NOV -8 PM 1:20
SECTION OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SPIZZACO, INC.

FILED
25 NOV - 2 PM 13:56
CLERK

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPIZZACO, INC.

The address of the principal office of this corporation shall be 4665-4749 6th Street At 64th Avenue, North, Plaza 66, Kenneth City, Florida 33709, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. The business activity of the corporation is permitted only for such activities which are directly related to the operation of Cici's Pizza restaurants.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Lisa M. Bertrand Dir.	392 Anna's Retreat St. Thomas, Virgin Islands 00802
Girgio C. Bertrand Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lisa M. Bertrand Pres./Sec.	392 Anna's Retreat St. Thomas, Virgin Islands 00802
Girgio C. Bertrand V. Pres./Treas.	Same

ARTICLE VIII. RESTRICTIONS

The issuance, encumbrance, assignment and transfer of any shares of the Corporation cannot occur without the prior written approval of CiCi Enterprises, Inc., in accordance with that certain Operating Agreement which is being entered into by and between CiCi Enterprises, Inc. and the initial shareholders. Each such stock certificate issued by the Corporation shall contain a legend which reflects the transfer and encumbrance restriction referenced within this paragraph.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on November 8, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LRD/vlp

96 NOV - 11:51
FILED

P 96000092394

WILLIAM A. MALNICK, ESQUIRE
NationsBank Tower at International Place---Suite 2700
100 S.E. 2nd Street
Miami, Florida 33131-2146
(305) 374-7415
Fax (305) 374-7441

April 17, 1997

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

100002149731--7
-04/21/97--01162--019
*****35.00 *****35.00

Re: SPIZZACO, INC., a Florida Corporation
Document # P96000092394

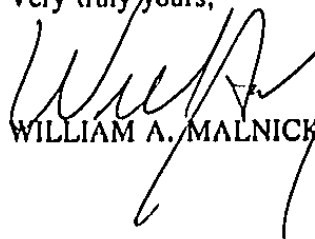
Dear Sir/Madam:

Enclosed please find my Trust Account check # 2049 in the sum of \$35.00, together with the Articles of Amendment for SpizzaCo, Inc.

Please file the Articles of Amendment and then return a copy of the Articles of Amendment, marked "filed," to my office, in the enclosed self-addressed stamped envelope; I have also enclosed an extra copy of the Articles of Amendment.


Thank you in advance for your prompt attention to this matter.

Very truly yours,


WILLIAM A. MALNICK

WAM/agn
enclosures
wam\spizzaco\deptstat.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:42


APR 21 1997

ARTICLES OF AMENDMENT OF
SPIZZACO, INC.
A FLORIDA CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 AM 9:42

The undersigned, being the sole Director of SPIZZACO, INC., a Florida Corporation, acting in his capacity as Director/Secretary of the Corporation, hereby certifies that a special meeting of the stockholders and Directors of said Corporation, held on the 26th day of February, 1997, at 3848 Anglers Lane, Largo, Florida 33774, at which were present all of the stockholders and Directors of said Corporation, notice of said meeting having been waived, the following Amendments were unanimously adopted:

1. Article VI of the Articles of Incorporation shall be deleted and the following shall fully replace same:

"ARTICLE VI. DIRECTORS

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have at least one Director. The name and address of the Director is:

GIORGIO C. BERTRAND
Director

3848 Anglers Lane
Largo, FL 33774"

ARTICLES OF AMENDMENT
SPIZZACO, INC.

2. Article VII of the Articles of Incorporation shall be deleted and the following shall fully replace same:

"ARTICLE VII. OFFICERS

The name and address of the officer of the Corporation who shall hold office for the first year of the corporation, or until his/hers/their successor(s) is/are elected or appointed is/are:

GIORGIO C. BERTRAND	3848 Anglers Lane
President/Secretary	Largo, FL 33774"

3. The Effective Date for each of these two Amendments is the date upon which these Articles of Amendment are executed, but in no event any later than the date that these Articles are filed with the Department of State of the State of Florida.

4. There is only one shareholder of the Corporation and that sole shareholder cast all of that shareholders' votes in favor of the Amendments to the Articles of Incorporation of the Corporation, thereby casting a sufficient number of votes for each of the Amendments necessary for approval.

DATED at Largo, Florida, this 26th day of February, 1997.

By: _____


GIORGIO C. BERTRAND, Director,
President/Secretary