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PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 160876 8938A

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 122.50

ORDER DATE : November 19, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 160876-005

CUSTOMER NO: 8938A

CUSTOMER: Laurie Dean, Legal Assistant
ROBERT L. SHEAR, ESQ

Suite 230
2600 McCormick Drive
Clearwater, FL 34619

700002010087-4

DOMESTIC FILING

NAME: CECIL PIZZA, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 NOV 20 PM 2:28
STATE OF FLORIDA
TALLAHASSEE

RECEIVED
96 NOV 20 AM 11:26
DIVISION OF CORPORATION

Dmc 11-20-96

ARTICLES OF INCORPORATION
OF
CECIL PIZZA, INC.

FILED
96 NOV 20 PM 2:28
SEC. OF STATE
TALLAHASSEE, FLORIDA

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:

CECIL PIZZA, INC.

The address of the principal office of this corporation shall be C/O 2677 Tramore Place, Orange Park, Florida 32065, 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 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 2600 McCormick Drive, Suite 230, Clearwater, Florida 32301, and the name of the initial registered agent of the corporation at that address Robert L. Shear.

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 four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Gerald V. Germain Dir.	C/O 2677 Tramore Place Orange Park, Florida 32065
Kay Lynn Morris Dir.	Same
Michelle Germain Dir.	Same
Christopher A. Smith 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:

Gerald V. Germain Pres.	C/O 2677 Tramore Place Orange Park, Florida 32065
Kay Lynn Morris V. Pres.	Same
Michelle Germain Sec.	Same
Christopher A. Smith Treas.	Same

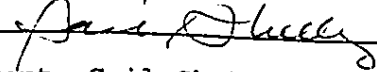
ARTICLE VIII. INCORPORATOR

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 20, 1996.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

GLS/das

FILED

96 NOV 20 PM 2:28

SEC. OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT L. SHEAR, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

CECIL PIZZA, INC. is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed name: ROBERT L. SHEAR