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November 27, 1996

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

FILED  
DEC - 2 PM 1:05  
TALLAHASSEE, FLORIDA

I am enclosing our check in the amount of 122.50 for the filing of articles of incorporation for "MIDNIGHT PIZZA Co., Inc." which are enclosed.

Thank You,

*Harold W. Morrow*

Harold W. Morrow  
21004 Lockhart Road  
Dade City, Fl. 33523

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-12/03/96-01102-000  
\*\*\*\*122.50 \*\*\*\*122.50

*12/16/96  
TS*

ARTICLES OF INCORPORATION  
OF  
MIDNIGHT PIZZA COMPANY, Inc.

FILED  
96 DEC -2 PM 1:05  
TALLAHASSEE, FLORIDA

ARTICLE I

The principal office address is Rt. 3 Box 172, Lake City, Florida

ARTICLE II

The term of existence of this Corporation is perpetual.

ARTICLE III

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of No Par common stock.

ARTICLE V

DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one {1}. The names and addresses of the initial Director of this Corporation, who shall serve until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
Shelby Strickland	Rt. 2 Box 120 Mayo Florida

Articles of Incorporation of Midnight Pizza Co. Inc.

ARTICLE VI

OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President & Treasurer	Shelby Strickland Rt 2 Box 120 Mayo, Fl.
Vice President	Joe Spector Rt. 3 Box 172 Lake City, Fl.
Secretary	Harold W. Morrow 21004 Lockhart road Dade City, Florida

ARTICLE VII

REGISTERED OFFICE AND AGENT

<u>NAME</u>	<u>ADDRESS</u>
Harold W. Morrow	21004 Lockhart Road, Dade City, Florida

Articles of Incorporation of Midnight Pizza Co. Inc.

ARTICLE VIII

INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may be involved by reason of his or her being or having been a Director or officer of this Corporation, or by reason of his or her serving or having served this Corporation at its request, whether or not he or she is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties and also in the event of a settlement, before entry of judgement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

Articles of Incorporation of Midnight Pizza Co., Inc.

ARTICLE IX

BY - LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceeding that the proposed amendment be submitted to a meeting called for that purpose. At the shareholder's meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XI

SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harold W. Morrow	21004 Lockhart Road, Dade City, Florida

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 27 day of NOVEMBER, 1996

Harold W. Morrow

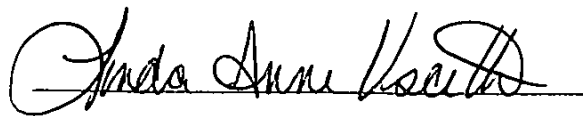
Articles of Incorporation of Midnight Pizza Co., Inc.

STATE OF FLORIDA

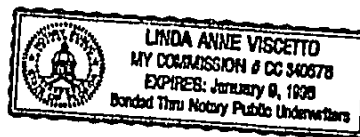
COUNTY OF Pasco

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgements personally appeared Harold W Morrow to me known to be the person in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 27 day of November, 1996



Notary Public - State of Florida



My Commission Expires:

Articles of Incorporation of Midnight Pizza Co. Inc

TALLAHASSEE, FLORIDA  
96 DEC -2 PM 1:05  
FBI

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, HAROLD W. MORROW, as Registered Agent for  
MIDNIGHT PIZZA CO. INC.

do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office location at 21004 LOCKHART ROAD, DADE CITY, FLORIDA county of PASCO State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

Dated : 11-27-96

Harold W Morrow

Registered Agent