

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

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To us via _____ Return via _____

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State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY RAP _____

WALK-IN Will Pick Up 12 336 500 1/2

RE: Southwest Florida

Gulf Pizza Franchise

FL.

C.C. FEE. DISBURSED

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Art. of Inc. File

Corp. Record Search

Ltd. Partnership File

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() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

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

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Top Priority

Express Mail Prop.

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

97 JAN-2 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA GULF PIZZA INVESTMENT, INC.

FILED
97 JAN -2 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, (Florida Business Corporation Act), does hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be SOUTHWEST FLORIDA GULF PIZZA INVESTMENT, INC.

ARTICLE II.

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL ADDRESS

The principal office, place of business and mailing address of this corporation shall be 1111 Third Avenue West, Suite 300, Bradenton, Florida 34205.

ARTICLE V.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten thousand 10,000 shares.

ARTICLE VI.

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is ALAN HARDY PRATHER, ESQUIRE, 1111 Third Avenue West, Suite 300, Bradenton, Florida 34205.

ARTICLE VII.

INCORPORATOR

The name and street address of the initial incorporator to these Articles of Incorporation is ALAN HARDY PRATHER, ESQUIRE, 1111 Third Avenue West, Suite 300, Bradenton, Florida 34205.

ARTICLE VIII.

INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to the services performed for the corporation, to the fullest extent permitted under the laws of the State of Florida existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of December, 1996.

A handwritten signature in dark ink, appearing to read 'Alan Hardy Prather', written over a horizontal line.

ALAN HARDY PRATHER, Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF 617.0501,
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:

SOUTHWEST FLORIDA GULF PIZZA INVESTMENT, INC.

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

Alan Hardy Prather, Esquire
1111 Third Avenue West, Suite 300
Bradenton, FL 34205

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 property and complete performance of my duties, and I am
familiar with and accept the obligations of my position as
registered agent.


Alan Hardy Prather

DATE: December 31, 1996

97 JAN -2 PM 3:58
FILED
TALLAHASSEE
SECRETARY OF STATE