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James L. Kershaw  
Attorney at Law

2641 North Andrews Avenue  
Ft. Lauderdale, Florida 33311

January 6, 1997

700002051727--5  
-01/09/97--01006--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32399-0259

RE: GRASSY KEY PIZZARIA & SUBS, INC.

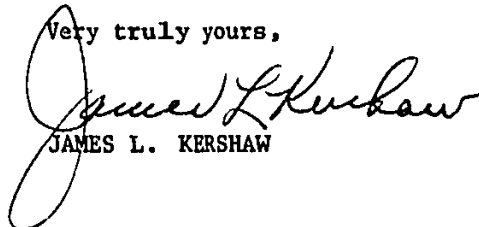
Gentlemen:

Please find enclosed Articles of Incorporation designation of Resident Agent and my check for \$70.00 to file the above.

Please send the Certificate of Incorporation to me at this address.

Thank you.

Very truly yours,

  
JAMES L. KERSHAW

JLK:db  
Encl.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 17



ARTICLES OF INCORPORATION  
OF  
GRASSY KEY PIZZARIA & SUBS, INC.

**FILED**  
97 JAN -8 AM 9: 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of this corporation shall be  
GRASSY KEY PIZZARIA & SUBS, INC.

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ARTICLE II

The general nature of the business to be transacted by the  
corporation and the purposes for which it is founded are as  
follows:

To deal in real and personal property.

As principal agent, common merchant or consignee, to acquire, constrict, alter, explore, manage, own, rent, hold, maintain, operate, patent, use, lease, mortgage, pledge, sell, deal in, turn to account, or otherwise dispose of, any and all real and personal property of every class and description, or any interest therein, rights privileges suitable or convenient to any of the purposes or business of the corporation within or without the United States, including any mines, wells, lands, quarries, location, plains, or any plants, factories, buildings, stores, theaters, warehouses, agencies, outlets, manufacturing and commercial establishments of every character, together with any equipment, fixtures, machinery, pipe-lines, instruments, and supplies necessary or incidental thereto or connected therewith, and to acquire, sell, exhibit or otherwise dispose of products of any other manufacturer;

To adopt, apply for, purchase, register, lease, or in any manner acquire and to maintain, protect, hold, own, use, operate, exercise, develop and introduce, sell, lease, assign, pledge, or in any manner dispose of, and to grant or take licenses or other rights in respect of and generally deal with any and all rights, secret processes, scientific discoveries, patented processes, designs, and similar rights, copyrights, trademarks, trade names and similar rights, whether granted by, registered, established, recognized, or otherwise existing under the laws of the United States or other countries, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them;

To purchase or otherwise acquire and to own, pledge, sell, exchange and otherwise dispose of and deal in shares of the capital stock, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, associations, firms, trusts or persons, public or private, or by the Government of the United States of America, or by any foreign government or by any state, territory, province, municipality or other political subdivision or by any governmental agency, as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement of value;

To aid, in any manner whatsoever, any corporation, partnership, association or individual in whose business the corporation may be in any way interested;

To enter into, make and perform contracts and partnership or syndicated agreements of every sort and description with any person, firm, association, corporation, municipality, body politic, county, state, territory or government or colony or dependency thereof;

to borrow or raise monies and, from time to time, without limit as to amount, to issue, accept, endorse, and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidence in indebtedness, and secure payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;

The corporation shall be authorized to exercise and enjoy all other powers, rights, privileges conferred by the laws of the State of Florida upon corporations formed under the General Corporation Law of said state, as enforced from time to time, so far as not in conflict herewith, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said acts, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by said laws nor or hereafter enforced; provided, however, that the corporation shall not in any jurisdiction carry on any business, or exercise any powers which a corporation organized under the laws thereof could not carry on or exercise, except to the extent permitted or authorized by the laws thereof;

Each purpose specified in any clause or paragraph of this Article is an independent purpose and shall not be limited by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation and the purpose specified herein shall be construed both as purpose and power.

#### ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be 100 shares of common stock, with a nominal or par value of \$5.00 Dollars each.

#### ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred Dollars.

#### ARTICLE V

This corporation shall exist perpetually.

#### ARTICLE VI

The post office address of the principal office of the corporation in the State of Florida is 2641 N. Andrews Avenue, Ft. Lauderdale, FL 33311

ARTICLE VII

The business of the corporation shall be conducted by the Board of not less than one ( 1 ) nor more than three ( 3 ) Directors, the exact number of Directors to be fixed by the By-Laws of the corporation.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this corporation, or until their successors are elected or appointed and have qualified, are as follow:

NAME

ADDRESS

JAMES L. KERSHAW

2641 N. Andrews Avenue

Ft. Lauderdale, FL 33311

ARTICLE IX

The names and post office addresses of each subscriber to the Articles of Incorporation are as follows:

NAME

ADDRESS

JAMES L. KERSHAW

2641 N. Andrews Avenue

Ft. Lauderdale, FL 33311

ARTICLE X

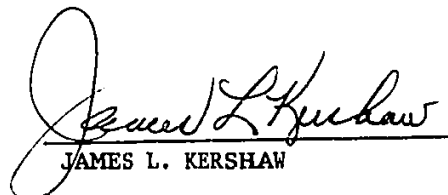
The Board Of Directors is authorized to fix, determine and vary the amount of profits or surplus of the corporation to be reserved as working capital, or for any other purpose, and to determine what amount of the funds of the corporation, if any,

may be expediently used in its business or declared in dividends to shareholders.

ARTICLE XI

Contracts with one or more of the corporate Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, Directors, officers or employees, shall not be invalidated or in any wise affected by the fact that such Director or Directors have or may have interest therein, which might be adverse to the interest of the corporation, provided, however, that the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. Directors may set salaries of all employees of the corporation, regardless of whether or not the employees may be stockholders, Directors or officers

IN WITNESS WHEREOF, we have hereunto subscribed our names this 6th  
day of January, 1997.

 (SEAL)  
JAMES L. KERSHAW

\_\_\_\_ (SEAL)

\_\_\_\_ (SEAL)

\_\_\_\_ (SEAL)

\_\_\_\_ (SEAL)

STATE OF FLORIDA

SS

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared and known to me  
JAMES L. KERSHAW

to me known to be the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort  
Lauderdael, Florida, this 6th day of January, 1997.

Dolores M. Brinz  
NOTARY PUBLIC Dolores M. Brinz

My Commission Expires:



DOLORES M. BRINZ  
MY COMMISSION # CC327748 EXPIRES  
December 1, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

97 JAN -8 AM 9:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

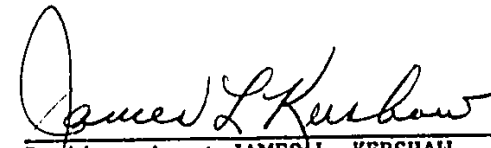
FIRST-----That GRASSY KEY PIZZARIA & SUBS, INC.

desiring to organize under the laws of the State of Florida, with its principal office,  
as indicated in the city of Fort Lauderdale, Florida, Broward County,  
Florida has named JAMES L. KERSHAW, located at 2641 N. Andrews Avenue, Ft. Lauderdale, FL 33311, Broward County,  
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Resident Agent JAMES L. KERSHAW