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FOGLE & FOGLE, P. A.  
ATTORNEYS AT LAW

J. DANA FOGLE  
CORPORATION & BUSINESS LAW  
REAL PROPERTY LAW  
REGISTERED GENERAL PRACTICE

ALICE M. FOGLE  
MARITAL & FAMILY LAW

April 4, 1997

217 EAST PLYMOUTH AVENUE  
POST OFFICE BOX 817  
DELAND, FLORIDA 32721-0817

(904) 734-4215  
FAX (904) 734-7419

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

8000002187298-1  
-04/03/97--01013--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Mama Mia's Pizzeria  
& Seafood, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed  
Articles of Incorporation and Designation of Registered Agent for  
Mama Mia's Pizzeria & Seafood, Inc.

Also enclosed is my check in the amount of \$122.50  
representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,



J. Dana Fogle

JDF/js  
Enclosures

EFFECTIVE DATE  
4-4-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -9 AM 7:49

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ARTICLES OF INCORPORATION

OF

Mama Mia's Pizzeria & Seafood, INC.

I, CAROL J. HAY, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Mama Mia's Pizzeria & Seafood, INC.

ARTICLE II.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is the ownership and operation of a restaurant, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the

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corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED

OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 840 Deltona Blvd., Deltona Florida 32725. The initial resident agent is CAROL J. HAY.

ARTICLE VII

SUBSCRIBER

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

CAROL J. HAY  
256 Eldorado Drive  
DeBary, Fl. 32713

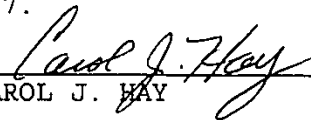
ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on April 4, 1997.

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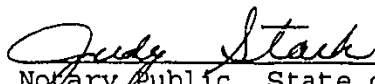
IN WITNESS WHEREOF, I, CAROL J. HAY, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4 day of April, 1997.

  
CAROL J. HAY

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CAROL J. HAY, to me well known to be the person who executed the foregoing Certificate of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 4th day of April, 1997.

  
Notary Public, State of Florida  
My commission expires:



JUDY STARK  
MY COMMISSION # CC338110 EXPIRES  
January 24, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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

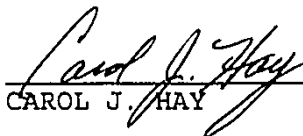
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In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST: That Mama Mia's Pizzeria & Seafood, Inc., desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation, at the City  
of Deltona, County of Volusia, State of Florida, has named CAROL  
J. HAY, located at 256 Eldorado Drive, DeBary, Florida 32713, as  
its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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.

  
CAROL J. HAY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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