

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Two Guys Pizza,  
Inc.

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- ☐ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Name Reservation \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ✓ ☐ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

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Signature \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
TWO GUYS PIZZA, INC.**

The undersigned, acting as Incorporator for the purpose of forming a corporation for profit under the provisions of the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

**I  
NAME OF CORPORATION**

The name of this corporation is **TWO GUYS PIZZA, INC.**

**II  
DURATION**

This corporation shall exist perpetually.

**III  
PURPOSE**

The purpose of this corporation is to operate a take-out/delivery Italian restaurant and any lawful business permitted under the laws of the United States and the State of Florida.

**IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock with a par value of \$1 per share. All shares shall be of the same class.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise voting power of any stock. Likewise, no shareholder may sell or transfer his shares in this corporation except to an individual who is eligible to be a shareholder.

**V**  
**STOCK RIGHTS**

The common stock of this corporation shall have unlimited voting rights and the holders of said stock shall be entitled to receive the net assets of this corporation upon dissolution.

**VI**  
**PREEMPTIVE RIGHTS**

All shareholders of this corporation shall have preemptive rights with regard to the issuance of any stock.

**VII**  
**INITIAL PRINCIPAL OFFICE ADDRESS**

The address of the initial principal office of this corporation is 2406 Cortez Boulevard, Fort Myers, Florida 33901.

## **VIII**

### **INITIAL REGISTERED AGENT AND REGISTERED ADDRESS**

The name of the initial registered agent of this corporation is Adam R. Hunt and the registered address is 1735 Brantley Road, #603, Fort Myers, Florida 33907.

## **IX**

### **INCORPORATORS**

The names and addresses of the Incorporators signing these Article of Incorporation are as follows:

Adam R. Hunt  
1735 Brantley Road, #603  
Fort Myers, FL 33907

Julian L. Cusumano  
1342 Rio Vista Avenue  
Fort Myers, FL 33907

## **X**

### **BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of the directors may be increased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than two (2).

The name and address of the initial officers and directors of this corporation are as follows:

Adam R. Hunt President/Secretary/Director Resident Agent	1735 Brantley Road, #603 Fort Myers, FL 33907
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Julian L. Cusumano Vice President/Treasurer Director	1342 Rio Vista Avenue Fort Myers, FL 33907
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## **XI**

### **INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Shareholders entitled to vote upon such action at a meeting and is filed with the Secretary of the corporation as part of the corporate records.

## **XII**

### **BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested exclusively in the Shareholders.

## **XIII**

### **INFORMAL DIRECTOR ACTION**

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a duly called meeting of the Board of Directors.

## **XIV**

### **INDEMNIFICATION**


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XV

AMENDMENT OF ARTICLES

These Articles of Incorporation, or any amendment thereto, may be amended or repealed as prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned Incorporators have executed the foregoing Articles of Incorporation in the State of Florida, County of Lee, this 19 day of August, 1997.

  
Adam R. Hunt

  
Julian L. Cusumano

STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared, Adam R. Hunt, who is personally known to me or who produced Florida Driver's License # H530-<sup>814</sup>~~644~~74-001-0 as identification and Julian L. Cusumano, who is personally known to me or who produced Florida Driver's License # C255-432-76-260-0 as identification and who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal in the  
County and State last aforesaid, this 19<sup>th</sup> day of August, 1997.

Margaret E. Evans  
Notary Public

My Commission Expires:



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**ACKNOWLEDGMENT OF REGISTERED AGENT  
OF  
TWO GUYS PIZZA, INC.**

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**Dated** this 19 day of August, 1997.



Adam R. Hunt  
Registered Agent