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PHILLIP A. ROACH
Attorney at Law

16517 Vanderbilt Drive, Suite 2
Bonita Springs, Florida 34134
(941) 992-0178 • Fax (941) 992-0583

October 30, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: SouthWest Florida Pizza, Inc.

900002336949--0
-11/03/97--01185--003
***122.50 ***122.50

Dear Sir or Madam:

I have enclosed two original Articles of Incorporation for the above referenced corporation together with the Certificate of Designation and Acceptance of the Registered Agent. Additionally, I have enclosed a check in the amount of \$122.50 to cover the filing fee, certified copy, and Resident Agent Designation.

If everything meets with your approval, please return the certified copy to this office. Thank You.

Sincerely,


PHILLIP A. ROACH

PAR/lmm
enc

SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV 13 AM 10:48

11-13-97
11-5-97
WS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 5, 1997

PHILLIP A. ROACH, ESQ.
16517 VANDERBILT DR., SUITE 2
BONITA SPRINGS, FL 34134

SUBJECT: SOUTHWEST FLORIDA PIZZA, INC.
Ref. Number: W97000025102

We have received your document for SOUTHWEST FLORIDA PIZZA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 297A00053491

ARTICLES OF INCORPORATION
OF
MAMA PANETTI'S, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

MAMA PANETTI'S, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4005 Santa Barbara Blvd., #206
Naples, FL 34104

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Common Shares with \$1.00 par value per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 16517 Vanderbilt Drive, Suite 2, Bonita Springs, Florida 34134, and the initial registered agent of the Corporation at such office shall be Phillip A. Roach, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.094 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than nine (9). The names and addresses of the

H.F.H.
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Directors constituting the initial Board of Directors are:

NAME

ADDRESS

Frank P. Lavelle

4 Split Rock Road
Post Office Box 125
Lake Harmony, PA 18624

ARTICLE VI - INCORPORATORS


The names and street address of the incorporator to these Articles of Incorporation is:

Frank P. Lavelle
4 Split Rock Road
Post Office Box 125
Lake Harmony, PA 18624

ARTICLE VII - AMENDMENTS

The power to adopt, alter, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors by a majority vote.

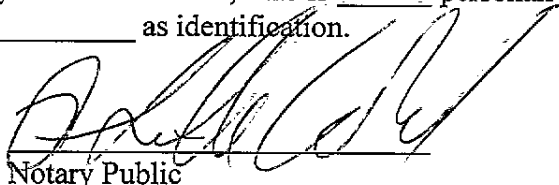
INCORPORATOR



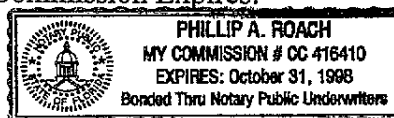
Frank P. Lavelle

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing Article of Incorporation of MAMA PANETTI'S, INC. were acknowledged before me this 10th day of November, 1997 by Frank P. Lavelle, who is ✓ personally known to me or who has produced _____ as identification.


Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating their registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MAMA PANETTI'S, INC.

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

Phillip A. Roach, Esquire
16517 Vanderbilt Drive, Suite 2
Bonita Springs, FL 34134

By: _____

Phillip A. Roach

Date: 11-10-97

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DIVISION OF CORPORATIONS
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Having been named as the 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Phillip A. Roach

Dated: 11-10-97