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LAW OFFICES OF
David Allen Buck, Esq.
FILED

13129 SPRING HILL DRIVE
SPRING HILL, FL 34609
(352) 686-7331
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

503 E. JEFFERSON STREET
BROOKSVILLE, FL 34601
(352) 799-5092
FAX (352) 799-4491

PLEASE REPLY TO SPRING HILL

November 13, 1997

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: PADULA'S PIZZA, INC.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation for the above-referenced corporation, together with this firm's check in the amount of seventy and 00/100 dollars (\$70.00) which represents the required filing fee.

Please return a copy of the filed articles to my office at your earliest possible convenience.

If you should have any questions, please do not hesitate to contact me. Thank you for your attention to and assistance in this regard.

Sincerely,

David A. Buck

DAB/em
Enclosures

P. Hall

NOV 26 1997

ARTICLES OF INCORPORATION

OF

PADULA'S PIZZA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PADULA'S PIZZA, INC.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 13127 Spring Hill Dr., Spring Hill, FL 34609 and the name of the initial registered agent of this corporation at that address is DAVID ALLEN BUCK.

ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION

The street address of the initial office of this corporation is 14355 Barclay Dr., Spring Hill, Florida 34609.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

RICK BEARDSLEY
14355 BARCLAY DR.
SPRING HILL, FL 34609

ANNE BEARDSLEY
14355 BARCLAY DR.
SPRING HILL, FL 34609

TAMMY BEARDSLEY
14355 BARCLAY DR.
SPRING HILL, FL 34609

KAREN CORNELL
14355 BARCLAY DR.
SPRING HILL, FL 34609

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these articles are:

RICK BEARDSLEY
14355 BARCLAY DR.
SPRING HILL, FL 34609

ANNE BEARDSLEY
14355 BARCLAY DR.
SPRING HILL, FL 34609

TAMMY BEARDSLEY
14355 BARCLAY DR.
SPRING HILL, FL 34609

KAREN CORNELL
14355 BARCLAY DR.
SPRING HILL, FL 34609

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - AMENDMENT

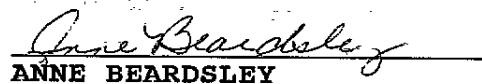
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17 day of December, 1997.


RICK BEARDSLEY


ANNE BEARDSLEY


TAMMY BEARDSLEY


KAREN CORNELL

STATE OF FLORIDA

COUNTY OF HERNANDO

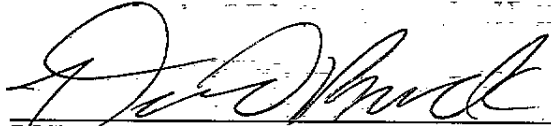
The foregoing instrument was acknowledged before me this 17th
day of November, 1997, by Rick Beardsley, Anne Beardsley,
Tammy Beardsley, and Karen Cornell who have
produced FL Dr. License as identification.

Deborah A. Collingwood
NOTARY PUBLIC



DEBORAH A. COLLINGWOOD
COMMISSION # CC 644796
EXPIRES MAY 7, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.



DAVID ALLEN BUCK
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA