

Thomas E. Evans, Jr., CPA, PA

Certified Public Accountant

1816 Lynncrest Road

Lakeland, FL 33803

(941) 682-6583 Fax (941) 687-0874

P980000001844

800002389318--5

-01/05/98--01048--020

***122.50 ***122.50

EFFECTIVE DATE

FL-98

December 29, 1997

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Subject: Incorporation "PALACE PIZZA, INC."

Gentlemen:

Please Incorporate Palace Pizza, Inc., effective January 1, 1998.
Enclosed are two copies of the Articles of Incorporation for
"Palace Pizza, Inc." and a check for \$122.50 to pay the
Incorporation fee.

Sincerely,



Thomas E. Evans, Jr., CPA
Thomas E. Evans, Jr., CPA, PA

FILED
98 JAN -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/18/98

FILED
98 JAN -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PALACE PIZZA, INC.

EFFECTIVE DATE
1-1-98

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Hereby adopts the following Articles of Incorporation.

ARTICLE ONE

The Corporate Name is: PALACE PIZZA, INC.

ARTICLE TWO

DURATION

This Corporation is to exist perpetually beginning January 1, 1998.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business allowable under the Laws of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 10,000 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered office of the Corporation is 114 S. Kentucky Avenue, Lakeland, FL 33801, and the name of the initial Registered Agent at such address is Bradley J. Pierson.

ARTICLE SIX

DIRECTORS

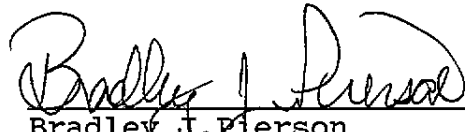
The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one Director and a maximum of three directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is:
Bradley J. Pierson
114 S. Kentucky Avenue
Lakeland, FL 33801

IN WITNESS WHEREOF. I have Subscribed my name this 29th Day of December 1997.



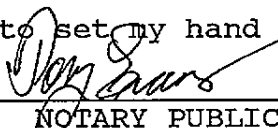
Bradley J. Pierson
Incorporator

STATE OF FLORIDA

COUNTY OF POLK:

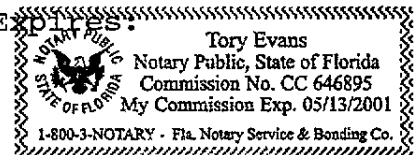
On this Day of December 1997 before me personally appeared Bradley J. Pierson known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained. His identities I proved on the basis of a driver license.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

My Commission Expires:

CERTIFICATE OF REGISTERED AGENT

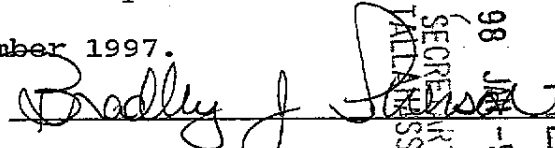


Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said act; that PALACE PIZZA, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 114 S. Kentucky Ave, Lakeland, FL 33801, named Bradley J. Pierson, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate I hereby agree to act in this capacity and to comply with provisions of said statutes relative to the proper and complete performance of my duties.

DATED: This 29th Day of December 1997.


Bradley J. Pierson
Registered Agent

FILED
98 JAN -5 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA