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P 980000/4434

February 9, 1998

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

RECEIVED
2-9-98

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-02/12/98--01026--017
****122.50 ****122.50

Re: Naples Pizza, Inc.

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

D-2
Daniel D. Peck

FILED
98 FEB 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DDP:jfm

Encs.

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F. CHESSEY FEB 13 1998

ARTICLES OF INCORPORATION
OF
NAPLES PIZZA, INC.

FILED
98 FEB 12 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-9-98

ARTICLE I
NAME AND ADDRESS

The name of this corporation is NAPLES PIZZA, INC. and its principal address is 10265 North Tamiami Trail, Suite 3, Naples, Florida 34108.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized to engage in the business of acting as a management company, operating Hungry Howie's Pizza & Subs at various locations, rent space, preparation and delivery and sale of food, operation of restaurants, and for all other purposes allowed a Florida corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10265 North Tamiami Trail, Suite 3, Naples, Florida 34108, and the name of the initial registered agent of this corporation at that address is Robert J. Moore.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are: Robert J. Moore, 623 104th Avenue North, Naples, Florida 34108 and Anthony J. Comeriato, 2698 Fountain View Circle, Naples, Florida 34109.

ARTICLE VII

INCORPORATOR

The names and addresses of the persons signing these Articles are: Robert J. Moore, 623 104th Avenue North, Naples, Florida 34108 and Anthony J. Comeriato, 2698 Fountain View Circle, Naples, Florida 34109.

ARTICLE VIII

BY-LAWS

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

ARTICLE IX

SHAREHOLDER QUORUM

Two-thirds of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any

action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

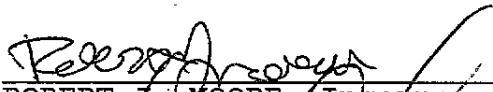
Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 9th day of February, 1998.


ROBERT J. MOORE, Incorporator L.S.


ANTHONY J. COMERIATO, Incorporator L.S.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared ROBERT J. MOORE and ANTHONY J. COMERIATO, personally known to me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that as their free act they executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9th day of February, 1998.



Daniel D. Peck
Notary Public
Daniel D. Peck
My Commission Expires:

FILED
98 FEB 12 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ROBERT J. MOORE, agree to serve as resident agent and accept service for NAPLES PIZZA, INC., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 9th day of February, 1998.

Robert J. Moore
ROBERT J. MOORE

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