

DRG

**DENNIS R. GILLARD**

*Certified Public Accountant*

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TRANSMITTAL LETTER

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

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-02/25/98--01016--015

\*\*\*\*122.50 \*\*\*\*122.50

RE: New York Pizza Club, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50.

FROM: New York Pizza Club, Inc.  
529 S. Boyd St.  
Winter Garden, FL 34787

FEES: \$ 35.00 - Filing Fee  
35.00 - Designation of Registered Agent  
52.50 - Certified Copy

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\$122.50

FILED  
98 FEB 25 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
2/26/98

ARTICLES OF INCORPORATION

OF

New York Pizza Club, Inc.

98 FEB 25 PM 8:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, the natural persons to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be New York Pizza Club , Inc.

ARTICLE II. ADDRESS

The mailing address of this corporation shall be:  
529 S.Boyd St.  
Winter Garden, FL 34787

ARTICLE III. DURATION

This corporation shall exist perpetually or until such time as it may be dissolved in accordance with existing laws.

ARTICLE IV. PURPOSE

The purpose of this corporation is to engage in all lawful businesses, including all powers of necessary or convenient purposes to prepare, produce, purchase or otherwise acquire, sell, and distribute food items of any kind and description. The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

#### ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock.

#### ARTICLE VI. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock of the corporation.

#### ARTICLE VII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:  
William Laboy  
529 S. Boyd St.  
Winter Garden, FL 34787

#### ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this corporation in the following respects:

- (a) The transferability or assignment of such stock.
- (b) The preemptive rights of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer of assignment.
- (c) The redemption or purchase of such stock by the corporation.
- (d) The sale, pledge and involuntary transfer of such stock.

#### ARTICLE IX. INITIAL REGISTERED OFFICE, REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 529 S. Boyd St., Winter Garden, FL, 34787. The name of the initial Registered Agent and Resident Agent of this corporation is William Laboy, at 5829 S. Boyd St. Winter Garden, FL 34787.

ARTICLE X. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) 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 (1). The name and address of the initial directors of this corporation is:

William Laboy  
529 S. Boyd St.  
Winter Garden, FL 34787

Leah J. Tracy  
529 S. Boyd St.  
Winter Garden, FL 34787

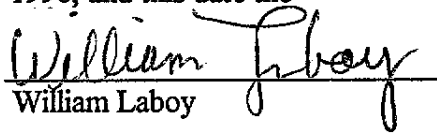
ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. 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.

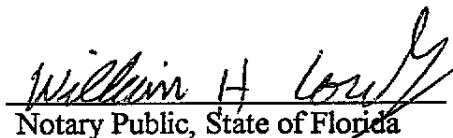
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of Feb, 1998, and this date the undersigned adopts these Articles of Incorporation.

  
William Laboy

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William Laboy, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of Feb, 1998.

  
Notary Public, State of Florida

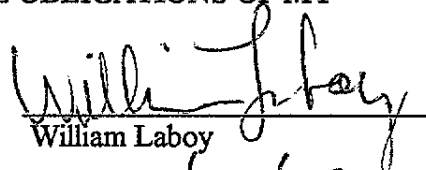


CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:  
New York Pizza Club, Inc.
2. The name and address of the registered agent and office is:  
William Laboy  
529 S. Boyd S.  
Winter Garden, FL 34787

HAVING BEEN NAMED AS 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.

  
William Laboy  
Date: 2/20/98

FILED  
98 FEB 25 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA