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PLEASE REPLY TO  
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February 18, 1998

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-02/20/98-01076-004  
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Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE

2-18-98

Re: Certificate of Limited Partnership and Affidavit of Capital Contributions  
of Gateway Pizza, Ltd.; Articles of Incorporation of Variety  
Corporation

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Variety  
Pizza Corporation. Also, enclosed is the original and a copy of the Certificate of Limited  
Partnership and Affidavit of Capital Contributions of Gateway Pizza, Ltd. Finally, enclosed  
with this letter is check for the sum of \$1,120.00 to cover the filing fees, fees for  
designation of registered agent and certified copy fees.

Once the Articles of Incorporation, Certificate of Limited Partnership and  
Affidavit of Capital Contributions have been filed, please return the certified copies to this  
office.

Sincerely yours,

  
William P. Weatherford, Jr.

WPWjr  
Enclosures  
cc: Timothy W. McGrath  
Ronald J. Weiss  
Vincent J. Giovenco

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Availability	ST
Document Examiner	ST
Updater	ST 3/11/98
Updater Verifier	
Acknowledgment	
W. P. Verhyer	

ARTICLES OF INCORPORATION  
OF  
VARIETY PIZZA CORPORATION

EFFECTIVE DATE  
2-18-98

FILED STATE  
SECRETARY OF CORPORATIONS  
98 FEB 20 PM 2:31  
DIVISION OF CORPORATIONS

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be VARIETY PIZZA CORPORATION

ARTICLE II - PURPOSE

The sole business activity of this Corporation shall be the development and operation of Ci Ci's Pizza restaurants and activity directly related thereto.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789.

ARTICLE IV - DATE OF EXISTENCE

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

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1031 W. Morse Blvd., Suite 105, Winter Park, Florida 32789. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is William P. Weatherford, Jr., Esq. The Board of Directors may from time to time designate a new registered agent.

## ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Timothy W. McGrath	7110 Sprandil Lane Charlotte, North Carolina 28215

## ARTICLE VIII - INITIAL BOARD OF DIRECTORS

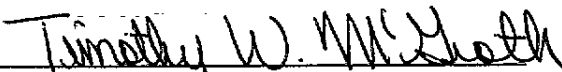
- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Timothy W. McGrath	7110 Sprandil Lane Charlotte, North Carolina 28215
Maria A. McGrath	7110 Sprandil Lane Charlotte, North Carolina 28215

## ARTICLE IX - INDEMNIFICATION

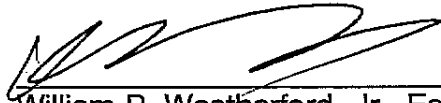
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Atlanta, Georgia, this 12<sup>th</sup> day of February, 1998.

  
Timothy W. McGrath

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:



William P. Weatherford, Jr., Esq.

Date:

FEB 18, 1998

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