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COVER LETTER

FOR

ARTICLES OF INCORPORATION for PIZZA-IN-AZZIP, INC.

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.  
SEMINOLE, FLORIDA 33772

APRIL 30, 1997

HONORABLE SANDRA MORTHAM  
SECRETARY OF STATE  
STATE OF FLORIDA

DEAR MRS. MORTHAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR  
PIZZA-IN-AZZIP, INC. IN ADDITION, YOU WILL FIND  
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

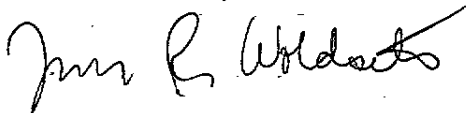
THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF  
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.  
9750 SEMINOLE BLVD.,  
SEMINOLE, FLORIDA 33772  
(813) 397-4135

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-05/08/98--01047--D10  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR  
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.  
WOLDSETH.

RESPECTFULLY,



JAMES R. WOLDSETH

APPROVED  
AND  
FILED  
98 MAY - 8 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 12 1998

APPROVED  
AND  
FILED

ARTICLES OF INCORPORATION 98 MAY -8 AM 9:13

OF

PIZZA-IN-AZZIP, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Pizza-in-azzip, Inc. The principle location of the corporation is 9750 Seminole Blvd., Seminole, FL 33772.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

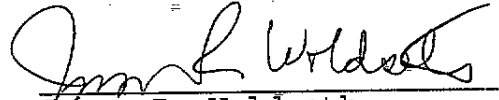
The Registered Office of the corporation shall be: 9750 Seminole Blvd., Seminole, FL 33772.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: James R. Woldseth, 11325 114th Terr. N, Largo, Florida 33778, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Pizza-in-azzip, Inc. on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: April 30, 1998

  
James R. Woldseth  
11325 114th Terr. N.  
Largo, FL 33778

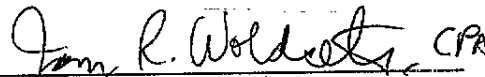
ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (1). The names and addresses of the members of the Initial Board of Directors are:

James R. Woldseth - President, Vice Pres., Treas., & Secretary  
11325 114th Terr. N.  
Largo, Florida 33778

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R. Woldseth, 9750 Seminole Blvd., Seminole, Florida 33772.

  
James R. Woldseth  
Incorporator

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }  
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Pizza-in-azzip, Inc., who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 30<sup>th</sup> day of April, 1998.



BRYAN McLACHLAN  
COMMISSION # CC 691594  
EXPIRES OCT 26, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*[Handwritten Signature]*  
NOTARY PUBLIC

My commission expires:

APPROVED  
AND  
FILED  
98 MAY - 8 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA