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LAW OFFICES OF  
**BARRY A. BOBEK**  
PROFESSIONAL ASSOCIATION

TRIAL PRACTICE  
PERSONAL INJURY  
REAL PROPERTY  
FAMILY LAW

May 20, 1998

503 EAST MONROE STREET  
JACKSONVILLE, FLORIDA 32202  
(904) 632-2010  
FAX (904) 353-2756

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

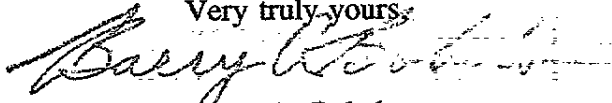
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-05/26/98-01101--010  
\*\*\*245.00 \*\*\*122.50

Re: Italian Inn Pizza, Inc.  
Italian Inn Pizza Systems, Inc..

To whom this may concern:

Enclosed please find articles of incorporation, in duplicate, for the above-captioned corporations, together with my firm check in the sum of \$245 for filing of same. Please return certified copies of the articles of incorporation to the above address. Thank you for your attention in this matter.

Very truly yours,

  
Barry A. Bobek

BAB/jaw  
enclosures

EFFECTIVE DATE

5-20-98

FILED  
98 MAY 26 PM 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS  
5/28

**ARTICLES OF INCORPORATION**  
**OF**  
**ITALIAN INN PIZZA SYSTEMS, INC.**

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute, and adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be Italian Inn Pizza Systems, Inc.

**EFFECTIVE DATE**  
**5-20-98**

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

**ARTICLE III - DURATION**

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - INCORPORATORS**

The name and address of the person signing these articles is:

Melvynn E. Johnston  
13226 Pecky Cypress Drive  
Jacksonville, Florida 32223.

**FILED**  
**98 MAY 26 PM 4:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE VI - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

**ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount opposite their name:

Melvynn E. Johnston and Judith Johnston, as  
tenants by the entireties

one hundred (100)

Shares held by the initial shareholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders this corporation.

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

#### **ARTICLE IX - PRINCIPAL ADDRESS, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office of this corporation is 13226 Pecky Cypress Drive, Jacksonville, Florida 32223, and the initial registered office of this corporation is , 13226 Pecky Cypress Drive, Jacksonville, Florida 32223, and the name of the initial registered agent of this corporation at this address is Melvynn E. Johnston.

#### **ARTICLE X - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1) nor more than three (3). The names and address of the initial director of this corporation is:

Melvynn E. Johnston  
13226 Pecky Cypress Drive  
Jacksonville, Florida 32223

#### **ARTICLE XI - OFFICERS**

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Secretary, Treasurer:	Melvynn E. Johnston 13226 Pecky Cypress Drive Jacksonville, Florida 32223
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## ARTICLE XII - SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

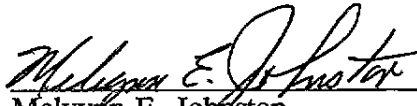
## ARTICLE XIII

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

## ARTICLE XIV - AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

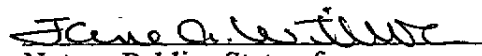
IN WITNESS WHEREOF, the undersigned subscribers have executed this 20<sup>th</sup> day of May, 1998.

  
Melvynn E. Johnston

STATE OF FLORIDA  
COUNTY OF DUVAL

**BEFORE ME**, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Melvynn E. Johnston, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein described.

**WITNESS** my hand and official seal, this 20<sup>th</sup> day of May, 1998, at Jacksonville, State and County aforesaid.

  
Notary Public, State of  
Florida at Large  
My commission expires:



JANE A WITTWER  
My Commission CC478283  
Expires Jul. 06, 1999  
Bonded by HAI  
800-422-1555

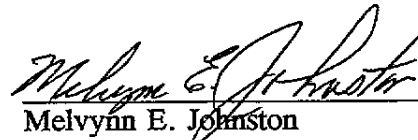
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **Italian Inn Pizza Systems, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Melvynn E. Johnston, located at 13226 Pecky Cypress Drive, Jacksonville, Florida 32223, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designed in this certificate, hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.

  
Melvynn E. Johnston

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA