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OF COUNSEL  
WILLIAM H. FLEECE\*\*  
\*\*COURT CERTIFIED MEDIATOR AND  
ARBITRATOR (FEDERAL AND STATE)

June 24, 1998

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-06/26/98--01020--004  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: PAPA-RONI PIZZA RESTAURANTE, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced corporation.

Please file the enclosed Articles and return a certified copy to me. I have also enclosed my firm's check in the amount of \$122.50 to cover the filing and certified copy fee.

Thank you for your assistance.

Yours truly,

ZACUR & GRAHAM, P.A.

 SIGNED IN HIS ABSENCE  
TO AVOID DELAY

Richard A. Zacur, Esquire

RAZ/sw

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 26 1998

ARTICLES OF INCORPORATION

OF

PAPA-RONI PIZZA RESTAURANTE, INC.

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be PAPA-RONI PIZZA RESTAURANTE, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 500 shares, which shall be divided into 5,000 shares of common stock with par value of \$.10 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless

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TALLAHASSEE, FLORIDA

dissolved in a manner provided by law.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 7013 N. Himes Avenue, Tampa, Florida, and the name of the initial registered agent of this corporation at that address is Tawfik M. Eldib. The principal office address of the corporation shall be 7013 N. Himes Avenue, Tampa, Florida 33614.

#### ARTICLE VI

##### DIRECTORS

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Tawfik M. Eldib  
6422 Woodland Boulevard N.  
Pinellas Park, Florida 33781

Mohamed Elhessy  
2424 W. Tampa Boulevard  
Tampa, Florida 33607

The corporation shall have two (2) Directors 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 nor more than Seven.

#### ARTICLE VII

##### ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

Tawfik M. Eldib  
6722 Woodland Boulevard North  
Pinellas Park, Florida 33781

Mohamed Elhessy  
2424 W. Tampa Boulevard  
Tampa, Florida 33607

#### ARTICLE VII

##### REGISTERED AGENT

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

That PAPA-RONI PIZZA RESTAURANTE, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of Tampa, County of Hillsborough, State of Florida, has named Tawfik M. Eldib, 7013 N. Himes Avenue, Tampa, Florida 33614, as its registered agent to accept service of process within this state.

#### ARTICLE IX

##### MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common

stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set his hand and seal this 24<sup>th</sup> day of June, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered in the presence of:

Crystal Hudovec  
Witness

T. Eldib  
Tawfik M. Eldib

Jeanne P. Ballan  
Witness

Crystal Hudovec  
Witness

Mohamed Elhessy  
Mohamed Elhessy

Jeanne P. Ballan  
Witness

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1998, by Tawfik M. Eldib and Mohamed Elhessy, who are personally known to me or who has produced

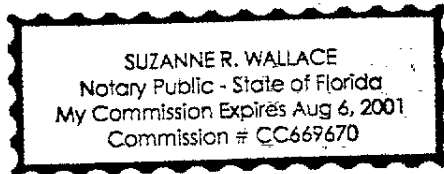
FL Drivers License and FL Drivers License as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 24<sup>th</sup> day of June, 1998.

Suzanne R. Wallace  
Notary Public

Suzanne R. Wallace  
Notary Name Typed/Printed

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

T. Eldib

Tawfik M. Eldib  
Registered Agent

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TALLAHASSEE, FLORIDA

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