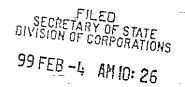
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ARTICLES OF INCORPORATION

OF

BIRD ROAD PIZZA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BIRD ROAD PIZZA, INC.

The address of the principal office of this corporation shall be 7223 S.R. 52, Hudson, Florida 34667, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this = corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2790 Sunset Point Road, Clearwater, Florida 33759, and the name of the initial registered agent of the corporation at that address is Robert L. Shear.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Jennifer Hearn Dir.

7223 S.R. 52 Hudson, Florida 34667

Matthew Shaw Dir.

Same As Above

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Teddy Steiner Pres.

7223 S.R. 52 Hudson, Florida 34667

Jennifer Hearn V.Pres

Same As Above

Matthew Shaw

Same As Above

V.Pres

Same As Above _

Christopher A. Smith

Sec./Treas

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S · corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

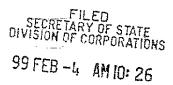
> Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on February 3, 1999.

CORPORATION SERVICE COMPANY

By: Welcorah W. Skipper
It's Agent, Deborah D. Skipper

CLD/clb



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT L. SHEAR, an individual residing in this state having a business office indentical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of

BIRD ROAD PIZZA, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Name: ROBERT L. SHEAR