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ACCOUNT NO. : 072100000032
REFERENCE : 198648 8998A
AUTHORIZATION : Patricia Rojas
COST LIMIT : \$ 78.75

ORDER DATE : April 8, 1999
ORDER TIME : 1:18 PM
ORDER NO. : 198648-005
CUSTOMER NO: 8998A

400002834154--9

CUSTOMER: John F. Hayter, Esq
JOHN F. HAYTER ATTORNEY AT
JOHN F. HAYTER ATTORNEY AT
704 N.e. First Street
Gainesville, FL 32601

DOMESTIC FILING

NAME: BAY AREA PIZZA SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 PM 5:58

RECEIVED
99 APR -8 PM 3:58

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -8 PM 5:58

ARTICLES OF INCORPORATION
OF
BAY AREA PIZZA SYSTEMS, 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:

BAY AREA PIZZA SYSTEMS, INC.

The address of the principal office of this corporation shall be 5651 East Fowler Avenue, Tampa, Florida 33616, 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 1000 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 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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:

Randall B. Francis Dir.	5651 East Fowler Avenue Tampa, Florida 33617
Cynthia A. Francis Dir.	Same

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:

Randall B. Francis Pres./Sec.	5651 East Fowler Avenue Tampa, Florida 33617
Cynthia A. Francis VPres./Treas.	Same

ARTICLE VIII. 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 April 8, 1999.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -8 PM 5: 58

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

BY: Karen B. Rozar
Its Agent, Karen B. Rozar

LRD/jgy