

TRANSMITTAL LETTER

P99000035698

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

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-04/19/99-01081--006
*****70.00 *****70.00

SUBJECT: Key West Pizza Pub, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: GARY PITTMAN
Name (Printed or typed)

P.O. Box 10965
Address

Tampa, FL - 33679
City, State & Zip

813-286-1500
Daytime Telephone number

Mary Pittman GAVE
AUTHORIZATION BY PHONE TO
CONTACT RAAC
DATE 4-20-99
DOC. EXAM. CB

NOTE: Please provide the original and one copy of the articles.

CB
4-20-99
3

FILED

99 APR 19 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

KEY WEST PIZZA PUB, INC.

ARTICLE I - NAME

The name of this Corporation is Key West Pizza Pub, Inc.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 4216 W. Swann Avenue, Tampa, Florida 33609, and the mailing address is P.O. Box 10965, Tampa, FL 33679.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 250,000 shares of Class A Voting Stock, and 250,000 shares of Class B Non-Voting Stock, both classes at \$1.00 par value common stock, all of which shall be designated "Common Shares." The shares shall be identical in all respect except that Class A Stock shall be voting shares, and Class B Stock shall be non-voting shares.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Gary A. Pittman, 4216 W. Swann Avenue, Tampa, Florida 33609.

ARTICLE VI - INCORPORATION

The name and address of the incorporator to these Articles of Incorporation is: Gary A. Pittman, 4216 W. Swann Avenue, Tampa, Florida 33609.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 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. The name and address of the initial Directors of this Corporation are:

Jack F. Newkirk, 4702 W. Leona Street, Tampa, Florida 33629
Gary A. Pittman, 4216 W. Swann Avenue, Tampa, Florida 33609

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ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all

Directors and all the Shareholders sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE IX - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation, or a designee of any of the same.

ARTICLE X - REMOVAL OF DIRECTORS

The Shareholders of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon Shareholders subject to this reservation.

ARTICLE XIV - MISCELLANEOUS PROVISIONS

It is the intention of the incorporation of this Corporation that the first Board of Directors adopt a Plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a Small Business Corporation which qualifies under the Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of April, 1999.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

Gary A. Pittman
Signature/Incorporator / Registered Agent

4/17/99
Date

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