

990000041222

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Who's Pizza, Inc.

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*****70.00 *****70.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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99 MAY -6 PM 2:07

ARTICLES OF INCORPORATION

99 MAY -6 PM 2:07

OF

WHO'S PIZZA, INC.

Article I. Corporate Name

The name of this corporation is Who's Pizza, Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation is 6411 Kathleen Road,
Lakeland, Florida 33810.

Article III. Capital Stock

The maximum number of shares this corporation is authorized to issue is One Hundred (100)
shares, all of which shall be common shares. All common shares shall be identical with each other
in every respect and the holders thereof shall be entitled to one vote for each share on all matters on
which shareholders have the right to vote.

Article IV. Initial Registered Agent and Office

The name and address of the initial registered agent is Russell A. Baker, 6411 Kathleen Road,
Lakeland, Florida 33810.

Article V. Incorporator(s)

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation
are:

Name:	Address:
Russell A. Baker	6411 Kathleen Road Lakeland, Florida 33810

Article VI. Duration

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

Article VII. Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the Florida General Corporation Act.

Article VIII. Initial Board of Directors

This corporation shall have one director initially. The number of other directors may be either increased or decreased from time to time according to the by-laws. The name and address of the initial director of this corporation is:

Name:

Address:

Russell A. Baker

6411 Kathleen Road
Lakeland, Florida 33810

Article IX. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned have executed these articles of incorporation on 30 day of April, 1999.



RUSSELL A. BAKER

Title: Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 617.00, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE
OF FLORIDA.

1. The name of the corporation is: Who's Pizza, Inc.
2. The name and address of the registered agent and office is: Russell A. Baker
6411 Kathleen Road
Lakeland, FL 33810

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



RUSSELL A. BAKER

4/30/99

Date