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THE TIDEWATER BUILDING

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April 29, 1999

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

Re: Incorporation of
Fortino's Pizza, Inc.

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-05/04/99--01058--002
*****70.00 *****70.00

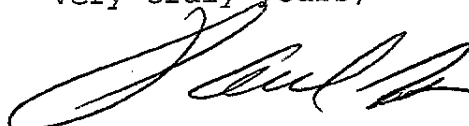
Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for Fortino's Pizza, Inc. for filing. Also enclosed is my check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee. I do not desire a certified copy of the Articles.

After the Articles have been filed, please return to me a copy stamped with the date of filing on same. I have enclosed a self-addressed, stamped envelope for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,



HUGH PAUL NUCKOLLS

HPN/csh
Enclosures: as stated
cc: client
P99.W4:Secretary.L

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 4:35

* R. Purinton MAY 27 1999

ARTICLES OF INCORPORATION

OF

FORTINO'S PIZZA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAY -3 PM 4:35

The undersigned Incorporator to these Articles of Incorporation is a natural person, competent to contract and hereby forms a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is Fortino's Pizza, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

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

ARTICLE IV

SHARES OF STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Fifty Thousand (50,000) shares of Common Stock, each share having a par value of Two Dollar and Fifty Cents (\$2.50), per share. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is Two Thousand Five Hundred Dollars (\$2,500.00).

ARTICLE VI

INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 1303 Homestead Road, Unit 22, Lehigh Acres, Florida. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1303 Homestead Road, Unit 22, Lehigh Acres, Florida. The name of the initial Registered Agent at said address is Robert J. Basney.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation will have three Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Mr. Robert J. Basney
7740 Naples Heritage Drive
Naples, Florida 34112

Mr. Don Fortin
5100 S. Cleveland #318-311
Fort Myers, Florida 33907

Mr. James A. Basney
51380 Lake Pointe Ct.
Granger, Indiana 46530

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Mr. Robert J. Basney
7740 Naples Heritage Drive
Naples, Florida 34112


ARTICLE X
EFFECTIVE DATE

These Articles of Incorporation shall be effective upon approval by the Secretary of the State of Florida.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. 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 of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has set his hand and seal, and acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 28th day of April, 1999.



ROBERT J. BASNEY
Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEE)

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgements, this day personally appeared ROBERT J. BASNEY, who is personally known to me or who has produced _____ as identification, and who did take an oath, and who has acknowledged before me that he has read and executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of April, 1999.

My commission expires:

Hugh Paul Nuckolls
NOTARY PUBLIC
Name: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

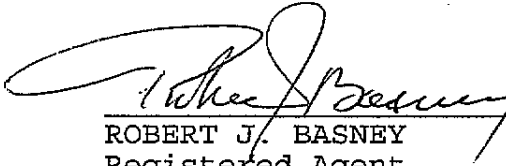
Pursuant to Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

FIRST -- that FORTINO'S PIZZA, INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Lehigh Acres, County of Lee, State of Florida,

has named ROBERT J. BASNEY, located at 7740 Naples Heritage Drive, Naples, Florida 34112, as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT -- having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 28th day of April, 1999.



ROBERT J. BASNEY
Registered Agent