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May 10, 1999

EXPRESS MAIL - RRR

EJ715673501US

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EJ715673501US

Re: SOME GUYS PIZZA, INC.
Filing of Articles of Incorporation

0000028717703-0
-05/11/99--01080--006
122.50 **78.75

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for SOME GUYS PIZZA, INC., for filing with your division.

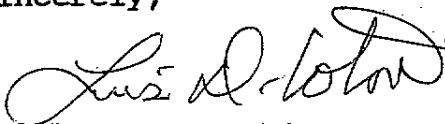
Also enclosed is my firm check in the total amount of \$122.50 representing payment for your services as follows:

- A. Filing Fee of \$35.00
- B. Registered Agent Fee of \$35.00
- C. Certified Copy \$52.50

Please accept the Articles of Incorporation for filing. Note that the effective date is May 11, 1999.

Thank you for your kind attention to, and assistance in this matter.

Sincerely,



LUIS D. COTON, ESQUIRE

LDC/bjp
Enclosures

cc: Incorporation

FILED
99 MAY 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

gyc
5/14

B. BROOK MAY 14 1999

ARTICLES OF INCORPORATION
OF
SOME GUYS PIZZA, INC.

FILED
99 MAY 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.
NAME

The name of this corporation shall be SOME GUYS PIZZA, INC.

ARTICLE II.
COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be May 11, 1999. This corporation's duration shall be perpetual.

ARTICLE III.
PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV.
CAPITAL STOCK

This corporation shall have the authority to issue Ten Thousand (10,000), One Dollar (\$1.00) par value shares of common capital stock.

ARTICLE V.
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI.
TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails to make satisfactory arrangements for the purchase of such shares, then the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any share of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation. A copy of which is on file at this corporation's principal office".

VII.
INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Luis D. Coton, Esquire
1949 W. Martin Luther King Boulevard
Tampa, Florida 33607

ARTICLE VIII.
INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX.
PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal business office shall be: 200 Boardwalk Place, Madeira Beach, Florida 33708.

The registered office of and for the corporation shall be 1949 W. Martin Luther King Boulevard, Tampa, Florida 33607.

The name of the individual who shall serve as this corporation's registered agent at that address is: Luis D. Coton, Esquire.


ARTICLE X.
INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Barbara Joyce Pomnitz, 1949 W. Martin Luther King Boulevard, Tampa, Florida 33607.

ARTICLE XI.
AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

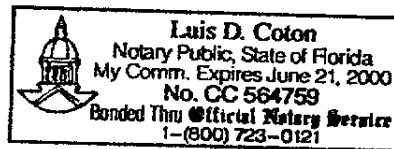
Signed at Tampa, Florida this 10th day of May, 1999.


Barbara Joyce Pomnitz, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On May 10, 1999, BARBARA JOYCE POMNITZ, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of SOME GUYS PIZZA, INC.


Notary Public
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of SOME GUYS PIZZA, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for SOME GUYS PIZZA, INC.


LUIS D. COTON, REGISTERED AGENT

DATE: May 10, 1999

FILED
99 MAY 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA