



THE UNITED STATES  
CORPORATION  
COMPANY

PA9000078405

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 352698 7191854

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizito*

ORDER DATE : August 24, 1999

ORDER TIME : 2:33 PM

ORDER NO. : 352698-005

CUSTOMER NO: 7191854

200002976402--2

CUSTOMER: Ms. Karen L. Kimble  
MS. KAREN L. KIMBLE  
MS. KAREN L. KIMBLE  
8638 Robilina Road

Port Richey, FL 34668

DOMESTIC FILING

NAME: T.B.P. PIZZA INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*PH 9/2/99* ✓

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

T.B.P. PIZZA 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:

T.B.P. PIZZA INC

The address of the principal office of this corporation shall be 8638 Robilina Road, Port Richey, Florida 34668, 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 200,000 shares of common stock having \$0.01 par value per share.

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TALLAHASSEE, FLORIDA

The by-laws and outstanding stock certificates must contain wording to accomplish the following:

"The issuance and transfer of any interest of the franchise contracts or franchise rights are subject to the following restrictions: 1) Domino's Pizza, Inc.'s option to purchase all of the assets of the store upon the termination or expiration of the franchise as defined in the Standard Franchise Agreement; 2) no transfer or assignment, in any manner, may be made to anyone other than an approved franchisee of Domino's Pizza, Inc., as defined in the Standard Franchise Agreement; 3) Domino's Pizza, Inc.'s right of first refusal as defined in the Standard Franchise Agreement."

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8638 Robilina Road, Port Richey, Florida 34668, and the name of the initial registered agent of the corporation at that address is Karen L. Kimble.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI. DIRECTORS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

Karen L. Kimble

8638 Robilina Road,  
Port Richey, FL 34668

Susan J. Mahony

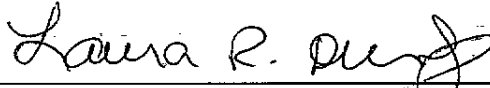
12 Bancroft Street,  
Lynnfield, MA 01940

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on September 1, 1999.



Its Incorporator, Laura R. Dunlap


KSC/JANNA WILSON

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Karen L. Kimble, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

T.B.P. PIZZA INC

Karen L. Kimble is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Karen L. Kimble