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THOMAS SALE, JR.  
Attorney and Counsellor at Law

FILED

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MAIL ADDRESS, P.O. BOX 426  
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99 SEP 21 PM 2-02

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 20, 1999

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

700002991757--5  
-09/21/99--01009--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: TAXI'S PIZZA ONE, INC. and  
TAXI'S PIZZA TWO, INC.

Gentlemen:

Enclosed for each of the subject corporations are an original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent.

Also enclosed are my two checks for the filing fees in the amount of \$78.75 each, representing \$35.00 filing fee, \$35.00 designation of registered agent, and \$8.75 for the certified copies.

Please return the certified copies to the undersigned.

Very truly yours,

*Thomas Sale Jr. 1K*

Thomas Sale, Jr.

TSJr/km

Enclosures

cc: Mr. Tommy M. Cooley

PH 9/23/99

ARTICLES OF INCORPORATION  
OF

TAXI'S PIZZA ONE, INC.

FILED

99 SEP 21 PM 2: 02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is Taxi's Pizza One, Inc. The principal office of the corporation is 2229 Joan Avenue, Panama City, Florida 32407, and the mailing address is P. O. Box 2222, Panama City, Florida 32402.

Article II - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article III - Duration

This corporation shall have perpetual existence and shall commence on the filing of these articles.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered  
Office and Agent

The street address of the initial registered office of this corporation is 2229 Joan Avenue, Panama City, Florida 32407, and the name of the initial registered agent of this corporation at that address is Tommy M. Cooley.

Article VI - Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addressees of the initial directors of this corporation are:

Tommy M. Cooley  
P. O. Box 2222  
Panama City, FL 32402

James P. Johnston  
9104 Front Beach Road  
Panama City Beach, FL 32407

Article VII - Preemptive Rights


The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

The name and address of the person signing these Articles is:

Tommy M. Cooley  
P. O. Box 2222  
Panama City, FL 32402

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 20 day of September, 1999.

 (Seal)  
Tommy M. Cooley

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared TOMMY M. COOLEY, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 20 day of September, 1999.

Kathy L. Morrison  
Notary Public  
My Commission expires:



Official Seal  
KATHY L. MORRISON  
Notary Public, State of Florida  
My Comm. Expires Sept. 29, 2000  
No. CC587628

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

FILED

99 SEP 21 PM 2:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

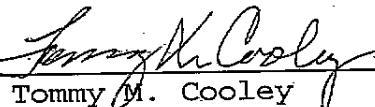
In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

TAXI'S PIZZA ONE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 2222 Joan Avenue, Panama City, Bay County, Florida, 32407, has named Tommy M. Cooley located at 2222 Joan Avenue, Panama City, Bay County, Florida, 32407, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment, state that I am familiar with, and accept the obligations provided for in the Florida Statute 607.0505.

By:

  
Tommy M. Cooley  
Resident Agent