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CORPORATION OUTFITS

Corporation Service for Attorneys

STOCK AND BOND CERTIFICATES
MINUTE BOOKS, SEAL

M. BURR KEIM COMPANY

2021 ARCH STREET
PHILADELPHIA, PA 19103-1491
(215) 563-8113
(FAX) (215) 977-9386
1-800-533-8113

October 4, 1999

EXPEDITED SERVICES
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32301

RE: PAPA LUIGI'S PIZZA, INC.

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return a Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY


Robert Worthington

RW:sl
Enclosure

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-10/05/99--01097--002
*****78.75 *****78.75

FILED
1999 OCT -5 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PAPA LUIGI'S PIZZA, INC.

FILED

1999 OCT -5 PM 3:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

PAPA LUIGI'S PIZZA, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

8700 N.W. 47th Drive, Coral Springs, FL 33067

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares Without Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

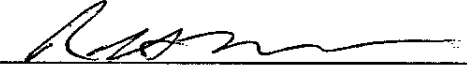
Frank Dolney 8700 N.W. 47th Drive, Coral Springs, FL 33067

ARTICLE V INCORPORATOR

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

Robert Worthington 2021 Arch Street, Philadelphia, PA 19103

The undersigned has executed these Articles of Incorporation this 20th day of September, 1999.


Robert Worthington
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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:

PAPA LUIGI'S PIZZA, INC.

2. The name and address of the registered agent and office is:

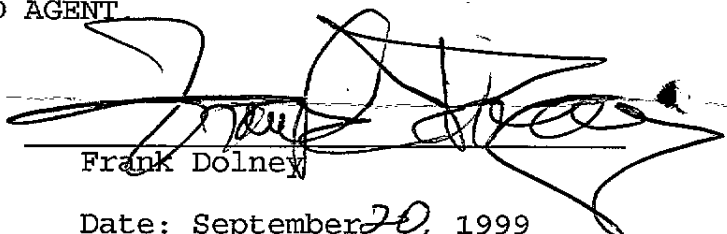
Frank Dolney 8700 N.W. 47th Drive, Coral Springs, FL 33067

Signature 
Robert Worthington

Title: Incorporator

Date: September 20, 1999

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.


Frank Dolney

Date: September 20, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA