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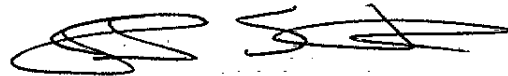
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****122.50 *****78.75

DEAR SECRETARY

ENCLOSED ARE TWO COPIES OF THE ARTICLES OF INCORPORATION FOR
WOODY'S PIZZA & WINGS II, INC. AND A CHECK FOR \$122.50 FOR THE
FILING FEES. PLEASE FILE AND FORWARD A CERTIFIED COPY OF THESE
ARTICLES TO:

F.M.T.S.I.
7464 WENTWORTH DRIVE
LAKE WORTH FL 33467

SINCERELY,



JEFFREY S. HOSHOR

FILED
99 NOV 12 AM 10:48
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

D. BROWN NOV 15 1999

ARTICLES OF INCORPORATION
OF
WOODY'S PIZZA & WINGS II, INC.

FILED
99 NOV 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

WOODY'S PIZZA & WINGS II, INC.

The corporation shall have perpetual existence.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue stock consisting of One Hundred shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

INITIAL CORPORATE OFFICE AND CORPORATE MAILING ADDRESS

The corporate mailing address and the initial registered office of the corporation is 3676 COLLIN DR, STE 17, W. PALM BEACH FL 33406. The name of the Initial Registered Agent of the corporation is DAN WOODLEY.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The corporation shall initially have one Director to hold office until the first Annual Meeting of Shareholders and until the successor shall have been duly elected and qualified, or until earlier resignation, removal from office, or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name of the initial Director of the corporation is:

DAN WOODLEY

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the corporation is:

DAN WOODLEY
3676 COLLIN DR STE 17
W. PALM BEACH, FL 33406

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended in accordance with applicable law upon the affirmative vote of the holders of a majority of the outstanding shares of the corporation. Any right conferred any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5th day of NOVEMBER, 1999.


INCORPORATOR
DAN WOODLEY

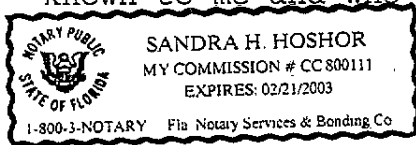
BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County set forth below, personally appeared DAN WOODLEY who is known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

STATE OF FLORIDA)

SS# 302-68-6170

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of NOVEMBER, 1999 by DAN WOODLEY, who is personally known to me and who did take an oath.



SANDRA H. HOSHOR

Sandra H. Hoshor
NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent of WOODY'S PIZZA & WINGS II, INC.

BY:

Dan Woodley
DAN WOODLEY

DATE:

11/5/99

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NOV 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA