



State of Ohio
Department of State

Date 11/22/85

F0779-1171
Number 666120

Sherrod Brown
Secretary of State

Receipt No. 36578

F779-1171 0183

Received of HERNDON, MORTON, HERNDON & YAEGER
or filed by _____

The sum of \$ 75.00 for filing ARF _____ of

C.E.L. PIZZA OF OHIO, INC.

Returned to: 36578

HERNDON, MORTON, HERNDON & YAEGER
ATT: F.A. JACKSON
84 FIFTEENTH ST.
WHEELING, WV 26063

RECEIPT

ARF \$ 75.00

Name:

C.E.L. PIZZA OF OHIO, INC.

Total Fee: \$ 75.00

F779_1173



Department of State

The State of Ohio

Sherrod Brown
Secretary of State

666120

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARF

_____ of:
C.E.L. PIZZA OF OHIO, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F 779 at Frame 1173 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 15TH day of NOV,

A.D. 1965.



Sherrod Brown
Sherrod Brown
Secretary of State

F0779-1173

APPROVED
By OL
Date 11-15-85
Amount 75

ARTICLES OF INCORPORATION

OF

C.E.L. PIZZA OF OHIO, INC.

The undersigned incorporator, desiring to form a corporation in accordance with Chapter 1701 of the Ohio Revised Code, does hereby file the following Articles of Incorporation with the Secretary of State:

ARTICLE I

The name of the corporation shall be C.E.L. PIZZA OF OHIO, INC.

ARTICLE II

The place in Ohio where the principal office is to be located is 2405 Belmont Street, Bellaire, Belmont County, Ohio 43906.

ARTICLE III

The corporation is formed for the purpose of engaging in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

ARTICLE IV

The corporation shall be authorized to issue One Hundred (100) shares of capital stock, without par value.

ARTICLE V

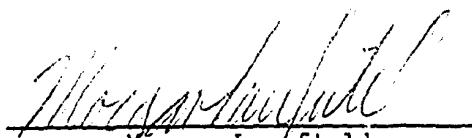
The initial stated capital of the corporation shall be One Thousand Dollars (\$1,000.00).

F0779-1174

ARTICLE VI

Any and all provisions for the purpose of defining, limiting or regulating the exercise of the authority of the corporation, the directors, the officers or the shareholders shall be set forth in the regulations.

WITNESS the following signature this 12 day of
November, 1985.


Morgan Lacefield

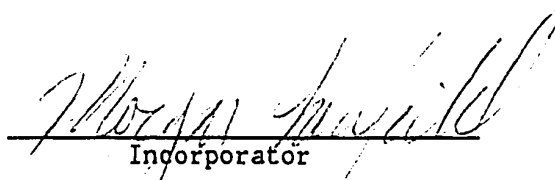
F0779-1175

ORIGINAL APPOINTMENT OF AGENT

The undersigned, being the sole incorporator of C.E.L. PIZZA OF OHIO, INC., an Ohio corporation, hereby appoints Charles H. Bean, a natural person who is a resident of the State of Ohio, to be the statutory agent of the said corporation for the purposes set forth in Section 1701.07 of the Ohio Revised Code. The agent's complete mailing address is as follows:

Charles H. Bean
Thornburg and Lewis Building
St. Clairsville, Ohio 43950
Belmont County

WITNESS the following signature this 12 day of November,
1985.


Incorporator

ACCEPTANCE

The undersigned, having been nominated to be the statutory agent of C.E.L. PIZZA OF OHIO, INC. for the purposes set forth in Section 1701.07 of the Ohio Revised Code, does accept such appointment and does agree that any process, notice or demand required or permitted by statute to be served upon a corporation may be served upon the undersigned.

WITNESS the following signature this 12th day of Nov.,
1985.


Statutory Agent

F0779-1171

LAW OFFICES

HERNDON, MORTON, HERNDON & YAEGER

RICHARD G HERNDON
R CLARK MORTON
JUDITH A HERNDON (1941-1980)
WILLIAM J YAEGER, JR.
GREGORY J HERNDON
FRANK A JACKSON

84 FIFTEENTH STREET
WHEELING, WEST VIRGINIA 26003

TELEPHONE 232-5362
AREA CODE 304

November 13, 1985

Secretary of State of Ohio
Corporation Division
30 East Broad Street, 14th Floor
Columbus, OH 43215

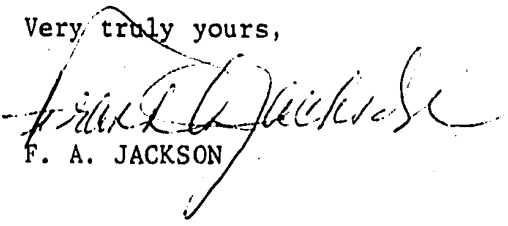
Dear Sir:

Enclosed for filing are the original Articles of Incorporation of C.E.L. PIZZA OF OHIO, INC. and the ORIGINAL APPOINTMENT OF AGENT. Also enclosed is the filing fee of \$75.00.

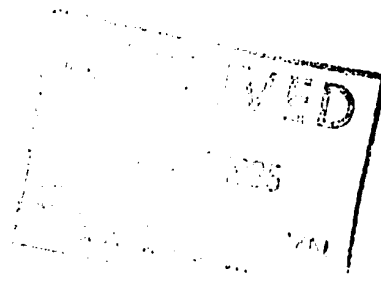
I understand from Mr. Bob Welch of your office that it will take approximately ten (10) days for you to certify these original Articles.

Please call if any questions should arise.

Very truly yours,


F. A. JACKSON

FAJ/nl
Enclosures
cc: Mr. Morgan Lacefield



RECEIVED NOV 15 1985