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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-07/10/95--01007--001
*****78.75 *****78.75

SUBJECT: R & J FOODS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Wm. Terry Turner
(Name of Person)
Wm. Terry Turner, P.C.
(Firm/Company)
P.O. Box 328
(Address)
Baxley, GA 31513
(City, State and Zip Code)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL -7 PM 11:32

Should you need to call someone concerning this matter, please call:

Terry Turner at (912) 367 - 0311
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RESOLUTION

WHEREAS, R & J FOODS, INC.. (the Corp.) has decided to open a restaurant in Florida ; and

WHEREAS, it is necessary for the Corp. to register to do business in Florida and there is already a Florida corporation with the same name;

NOW, THEREFORE, BE IT RESOLVED on a motion and second that the Corp. qualify to do bussiness in Florida ; and

BE IT FURTHER RESOLVED that the corporation operate in Florida as R & J FOODS, INC d/b/a R & J FOODS OF GEORGIA, INC after receiving the proper authorization from Florida to transact business in Florida..

This 29th day of June, 1995.

R & J FOODS, INC.

By


Richie Williams, President

Attest:


Judy G. Williams, Secretary

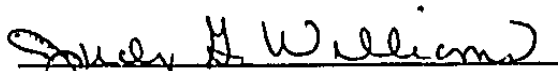
[CORPORATE SEAL]

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SECRETARY'S CERTIFICATE

The undersigned Secretary of R & J FOODS, INC. (hereinafter referred to as the "Corporation") does hereby certify that the foregoing page of typewritten matter constitutes a true and correct copy of the Resolution duly adopted by the Corporation on the 29th day of June, 1995, at a special meeting of the Board of Directors of the Corporation duly called and assembled at which a quorum was present and acting throughout. I further certify that the original of the said Resolution appears of record in the minute book of the Corporation, which is in my custody and control.

Given under my hand as Secretary for the Corporation this 29th day of June, 1995.


Judy G. Williams, Secretary

[CORPORATE SEAL]

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. R & J FOODS, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia 3. _____
(State or country under the law of which it is incorporated) (FEF number, if applicable)

4. 6/29/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. anticipate 7/24/95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. Route 7, Box 495
Baxley, GA 31513
(Current mailing address)

8. Restaurant and related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Granville C. Burgess

Office Address: P.O. Box 1493 301 1/2 Centre Street

Fernandina Beach, FL, Florida, 32034
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Granville C. Burgess
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Richie Williams

Address: Rt. 7, Box 495, Baxley, GA 31513

Vice Chairman: _____

Address: _____

Director: Judy G. Williams

Address: Rt. 7, Box 495, Baxley, GA 31513

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Richie Williams

Address: Rt. 7, Box 495, Baxley, GA 31513

Vice President: _____

Address: _____

Secretary: Judy G. Williams

Address: Rt. 7, Box 495, Baxley, GA 31513

Treasurer: Judy G. Williams

Address: Rt. 7, Box 495, Baxley, GA 31513

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Richie Williams
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richie Williams
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951700521
CONTROL NUMBER : 9416586
DATE INC/AUTH/FILED : 06/29/1994
JURISDICTION : GEORGIA
PRINT DATE : 06/20/1995
FORM NUMBER : 211

WILLIAM TERRY TURNER
P.O. BOX 328
DAXLEY GA 31503

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

R & J FOODS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

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