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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 9, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-01/11/95--01133--009
****122.50 ****122.50

RE: Articles of Incorporation of The Epicurean Club, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of The Epicurean Club, Inc. I have also enclosed a check payable to the Secretary of State for the following:

Fee for filing Articles of Incorporation	\$35.00
Fee for naming Registered Agent	35.00
Certified copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return a certified copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

ARTICLES OF INCORPORATION
OF
THE EPICUREAN CLUB, INC.

The undersigned, for the purpose of forming a non-profit corporation under Chapter 617 of the laws of the State of Florida do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is THE EPICUREAN CLUB, INC.

ARTICLE II - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE III - PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- a) To provide members of the corporation with an identification card that privileges a member to special treatment and dining discounts at fine restaurants throughout the country.
- b) To exercise all rights and powers conferred by Section 617.0302 of the Florida Statutes upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequests, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

c) To do such other things as are incidental to the purposes of the corporation or are necessary and desirable in order to accomplish them.

ARTICLE IV - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III (Purposes) hereof.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Suite 317, 3300 North Pace Boulevard, Pensacola, Florida 32505, and the name of its initial registered agent at that address is William F. Johns.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is three (3). The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). The method of the election of the directors shall be as stated in the By-Laws of the

Corporation. The name and address of each initial director of the Corporation is as follows::

William F. Johns
110 Elm Street
Pensacola, FL 32506

Penelope J. Johns
10270 Bowman Avenue
Pensacola, FL 32534

Barbara J. Cohron
1510 Paradise Bay Drive
Gulf Breeze, FL 32561

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is as follows: William F. Johns, Suite 317, 3300 North Pace Boulevard, Pensacola, Florida 32505.

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendment are adopted by the Corporation pursuant to law.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the laws of the State of Florida.

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ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Chapter 617 of the Florida Statutes the date when corporate existence shall commence is the date of the filing of these Articles of Incorporation with the Florida Secretary of State's office.

ARTICLE XIII - NON-STOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 5 day of July, 1995.

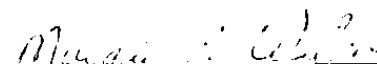


WILLIAM F. JOHNS - Incorporator

STATE OF KENTUCKY

COUNTY OF Jefferson

The foregoing instrument was sworn to and subscribed to me this 5 day of Jan, 1995, by WILLIAM F. JOHNS, who is personally known to me, or who has produced LA Denver L.C. as identification and who did take an oath.



Print Name: MURIEL L. LUTSON
Notary Public, State of Kentucky
My Commission Expires: 7-23/96

**CERTIFICATE DESIGNATION REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Chapters 48 and 617 of the Florida Statutes, the following is submitted:

FIRST, that THE EPICUREAN CLUB, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Suite 317, 3300 North Pace Boulevard, Pensacola, Florida 32505 has named William F. Johns at Suite 317, 3300 North Pace Boulevard, Pensacola, Florida 32505, as its agent to accept service of process within Florida.

DATED: Sept 15, 1995.



WILLIAM F. JOHNS - Director

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



WILLIAM F. JOHNS - Registered Agent

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95 JAN 10 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA