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P9500007031

Division of Corporation
Department of State
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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-01/24/95--01093--0009
***122.50 ***122.50

RE: T & G SUBS II, INC.

Dear Sir:

Please find the enclosed Articles of Incorporation for T & G Subs II, Inc. for filing with the Secretary of State. A firm check in the amount of \$122.50 for the Filing Fees of \$35.00, Certified Copy, \$52.50, and Registered Agent Designation, \$35.00, is enclosed.

Please send a certified copy of the Articles of Incorporation to this office. If you have any questions, please feel free to contact my office. Thank you for your assistance in this matter.

Sincerely,

Cecilia Bryant
Cecilia Bryant

Enclosures
CB/jb

FILED
95 JAN 23 PM 3:03
SEC. OF STATE
TALLAHASSEE, FLA.

T. BROWN JAN 20 1995

**ARTICLES OF INCORPORATION
OF
T & G SUBS II, INC.**

FILED
95 JAN 23 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is T & G SUBS II, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

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 prorata 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 - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of the candidates.

**ARTICLE VII - GREATER VOTING REQUIREMENT FOR SHAREHOLDERS
WITH RESPECT TO SOME MATTERS**

The affirmative vote of two thirds (2/3) of the shares of this corporation entitled to vote shall be required for the authorization of a merger, consolidation, sale of substantial assets, and amendments.

ARTICLE VIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than seven. The name and address of the initial Board of Directors of the corporation is:

Gregory Julian Quina, IV
6620 Southpoint Drive South, #16
Jacksonville, Florida 32216

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator signing these articles is Gregory Julian Quina, IV, 6620 Southpoint Drive South, #16, Jacksonville, Florida 32216.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - INITIAL REGISTERED OFFICE AND AGENT

The street address and the mailing address of the principal office and initial registered office of this corporation is 6620 Southpoint Drive South, #16, Jacksonville, Florida 32216 and the name of the initial registered agent of this corporation at that address is Gregory Julian Quina, IV. Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in that capacity.


GREGORY JULIAN QUINA, IV

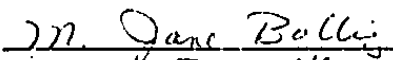
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of JANUARY, 1995.


GREGORY JULIAN QUINA, IV

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared GREGORY JULIAN QUINA, IV, who is personally known to me or who has produced his drivers license as identification, and who executed the foregoing Articles of Incorporation and who accepted the appointment as registered agent, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 17th day of January, 1995 at Jacksonville, Duval County, Florida.


M. JANE BELLING
Notary Public, State of Florida At Large
My Commission Expires: 8-7-95
Commission No.: 110134225