

LAW OFFICE
ROBERT V. DUSS

112 WEST ADAMS STREET, SUITE 1402
JACKSONVILLE, FLORIDA 32202-3898

ROBERT V. DUSS

JOHN S. DUSS
(1912-1990)

FRED BUTLER
(1921-1983)

February 15, 1995

TELEPHONE
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P95000014698

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32399

700001411377
-02/21/95--01060--014
***122.50 ***122.50

RE: Articles of Incorporation - JLC Restaurants, Inc.

Gentlemen:

For filing with the Department of State, I am enclosing the original and one copy of Articles of Incorporation of JLC Restaurants, Inc., together with my check payable to the Secretary of State in the sum of \$122.50, covering the following:

\$35.00 - Filing fee, Articles of Incorporation
\$52.50 - Certified copy of Articles
\$35.00 - Designation of Resident Agent

I would appreciate it if you would forward to me a certified copy of the Articles of Incorporation as soon as possible.

Sincerely,

Robert V. Duss

Robert V. Duss

RVD:bas

Enclosure

cc: James L. Clemons

FILED
1995 FEB 22 10 3 28

608 2/22/95
P95-14698

ARTICLES OF INCORPORATION

OF

JLC RESTAURANTS, INC.

FILED
1995 FEB 20 AM 9:28
TALLAHASSEE, FLORIDA

The undersigned incorporator, pursuant to the "Florida Business Corporation Act", adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: JLC RESTAURANTS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation shall be:

4538 Ortega Forest Drive
Jacksonville, Florida 32210

ARTICLE III - CAPITAL STOCK

The number of shares that the corporation is authorized to issue and have outstanding at any time is 100,000 shares of common stock par value \$.01 (one cent) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of

fractional shares) at the price at which it is offered to others. If this preemptive right is not exercised within thirty (30) days of receipt of a notice in writing from the corporation by purchase for cash, this right shall be deemed waived.

**ARTICLE V - REGISTERED OFFICE
AND NAME OF REGISTERED AGENT**

The initial registered office and the initial registered agent of the corporation at such office is as follows:

Robert V. Duss
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Robert V. Duss
112 West Adams Street, Suite 1402
Jacksonville, Florida 32202

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. the number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors is as follows:

James L. Clemons
4538 Ortega Forest Drive
Jacksonville, Florida 32210

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IX - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

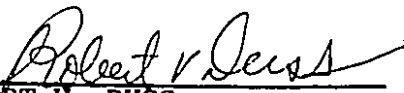
ARTICLE X - INDEMNIFICATION

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the full extent possible under Florida law or as may be more fully set forth in the By-laws.

ARTICLE XI - AMENDMENT

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

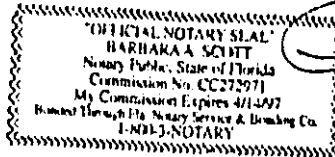
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 15 day of February, 1995.


ROBERT V. DUSS

STATE OF FLORIDA
COUNTY OF DUVAL

FILED
1995 FEB 20

15th The foregoing instrument was acknowledged before me this
day of February, 1995, by ROBERT V. DUSS, who is personally
known to me.



Barbara A. Scott
Notary Public (Print name)

I, ROBERT V. DUSS, hereby am familiar with and accept the
duties and responsibilities as registered agent for said
Corporation.

Robert V. Duss
Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

15th The foregoing instrument was acknowledged before me this
day of February, 1995, by ROBERT V. DUSS, who is personally
known to me.

Barbara A. Scott
Notary Public (Print name)

