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VIA FEDERAL EXPRESS

March 7, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

Re: Fat Jack's, Inc.
Our File No. 6/337/1

Gentlemen:

Enclosed are original and one copy of the Articles of Incorporation for Fat Jack's, Inc. Also enclosed is this firm's check in the amount of \$122.50. Please file the Articles and return the certified copy to me in the stamped, self-addressed envelope provided.

Thank you for your assistance.

Sincerely,



Paul A. Krasker

PAK:klj
Enclosures
1192h/2

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAT JACK'S, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be FAT JACK'S, INC. (the "Corporation").

ARTICLE II

Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 7108 Fairway Drive, Suite 285, Palm Beach Gardens, Florida 33410.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is

organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Preemptive Rights

Every 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.

ARTICLE VI

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this

Corporation is 625 North Flagler Drive, Ninth Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is John F. Flanigan, Esquire.

ARTICLE VIII

Initial Board of Directors

This Corporation shall have two (2) directors 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 (1). The names and addresses of the initial directors of this Corporation are as follows:

John C. Davey

7108 Fairway Drive, Suite 285
Palm Beach Gardens, Florida 33410

Georgia A. Davey

7108 Fairway Drive, Suite 285
Palm Beach Gardens, Florida 33410

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Indemnification

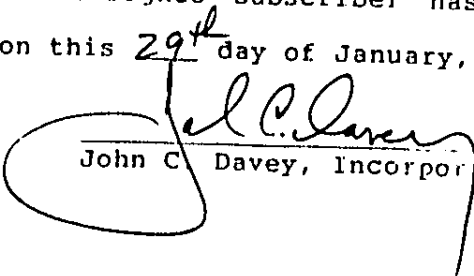
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles are as follows: John C. Davey, 7108 Fairway Drive, Suite 285, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of January, 1995.

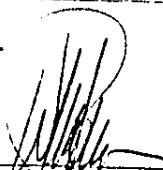

John C. Davey, Incorporator

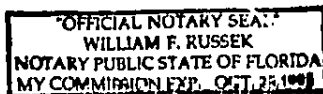
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 29th day of January, 1995, by JOHN C. DAVEY, as Incorporator of FAT JACK'S, INC., on behalf of the Corporation, who is personally known to me or has produced _____ 85 identification and did take an oath.

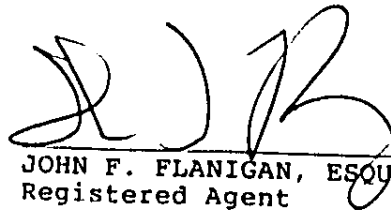
(NOTARY STAMP)


Notary Name: William F. Russek
Notary Public
Serial (Commission) Number _____
(if any) _____



ACCEPTANCE

I hereby accept appointment as Registered Agent of FAT JACK'S,
INC. as provided in Article VII, hereof.



JOHN F. FLANIGAN, ESQUIRE,
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA