

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

INDEPENDENT DRIVE SUITE 2600

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 355-2600 FAX (904) 355-0211

JOHN S. BALL
TODD L. BRADLEY
ROBERT A. DAWKINS
MICHAEL W. FISHER
BEVERLY H. FURTICK
JOHN E. LAWLOR, III
MICHAEL H. LEAS
MARY A. HOBSON
CLAY H. TOUSEY, JR.

PLEASE REPLY TO
JACKSONVILLE OFFICE

SUITE 180 A
4 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-2601

March 17, 1995

P95000022710

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE

3-17-95

Re: Articles of Incorporation of Diego's, Inc. Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Diego's, Inc.
2. The original and one copy of Registered Agent's Certificate.
3. This firm's check made payable to the Secretary of State in the amount of \$122.50 in payment of the filing fee and a certified copy thereof.

Please certify the enclosed copy of the Articles and return it to undersigned by regular mail. Thank you for your assistance.

Sincerely,

Hilde V. Howell
Hilde V. Howell
Legal Secretary

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Enclosures
h/41716

3/18/95
3/22/95
P95-22710

FILED
MAR 22 1995
TALLAHASSEE, FLA.

ARTICLES OF INCORPORATION
OF
DIEGO'S, INC.

FILED
1995 MAR 20 PM 1:16
CLERK OF COURT
JACKSONVILLE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is DIEGO'S, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, and the mailing address of the corporation is, 1412 North 1st Street, Jacksonville Beach, Florida 32250.

ARTICLE III: CAPITAL STOCK

EFFECTIVE DATE

3-17-95

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Mary A. Robison.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Mary A. Robison	1 Independent Drive, Suite 2600 Jacksonville, Florida 32202
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ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial directors until the first annual meeting of the shareholders are as follows:

Ian Cruickshank	2111 Sawgrass Village Drive Ponte Vedra Beach, FL 32082
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Mark McGrath	2111 Sawgrass Village Drive Ponte Vedra Beach, FL 32082
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(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 11th day of March, 1995.


MARY A. ROBISON

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

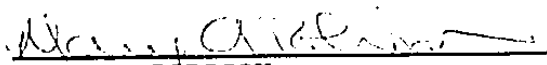
FILED
1935 MAR 20 PM 1:16
CLERK OF DISTRICT COURT
JACKSONVILLE, FLA.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That DIEGO'S, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville Beach, County of Duval, State of Florida, has named Mary A. Robison, Esquire, located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


MARY A. ROBISON
(Resident Agent)

FISHER, TOUSEY, LEAS & BALL
ATTORNEYS AT LAW

INDEPENDENT DRIVE, SUITE 2000
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 355-2600 • FAX (904) 355-0233

JOHN B. BALL
EVA L. D. ...
ROBERT A. D. ...
MICHAEL W. F. ...
BEVERLY H. ...
JENNIFER R. JUNNER
JOHN E. LAWLOR, III
MICHAEL LEAD
MARY A. ROBISON
CLAY B. TOUSEY, JR.

SUITE 2001
LAUGHRAN VILLAGE
JACKSONVILLE, FLORIDA 32202
904-355-2601

PA5000022710

April 30, 1997

Division of Corporations
Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

700002161807--2
-05/01/97--01060--002
*****35.00 *****35.00

Re: Diego's, Inc.
Statement of Resignation of Registered Agent

Dear Sir/Madam:

Enclosed please find a Statement of Resignation of Registered Agent, along with our firm's check for in the amount of \$35.00 in payment of the required filing fee. Please stamp the enclosed copy of the Statement of Resignation "Received" and return it to me in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Sincerely,

Mary A. Robison
Mary A. Robison

78755
Enclosures

Handwritten notes and stamps at the bottom of the page, including a date stamp that appears to read "APR 30 1997".

STATEMENT OF RESIGNATION
OF REGISTERED AGENT
OF
DIEGO'S, INC.

Pursuant to Section 607.0502(2), Florida Statutes, the undersigned, Mary A. Robison, hereby resigns as Registered Agent for Diego's, Inc., a Florida corporation.

A copy of this Statement of Resignation of Registered Agent was mailed to the corporation at its principal office address at 1412 North First Street, Jacksonville Beach, Florida 32250, as shown in the Articles of Incorporation filed with the Department of State, and was also mailed to the corporation care of the corporation's last known attorney, John McE. Miller, 105 Solano Road, Suite B, Ponte Vedra Beach, Florida 32082.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed with the Department of State.

Dated: April 29, 1997.


Mary A. Robison