

MARCH 31, 1995

Ted's Captain Cooks
PO Box 311
Jasper, Fla. 32052

DEAR SIR,

PLEASE FIND ENCLOSED, ARTICLES OF INCORPORATION FOR TED'S
CAPTAIN COOKS, INC. THE PHONE NUMBER IS (904) 797-2811.
PLEASE FIND ALSO ENCLOSED CHECK FOR \$50.00 FOR FILING

FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF IN-
CORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,

Willie T. McMiller

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ARTICLES OF INCORPORATION
OF
TED'S CAPTAIN COOKS, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS TED'S CAPTAIN COOKS, INC.

ARTICLE II. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

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FILED
SECRETARY OF STATE

ARTICLE V. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VI. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 201 HATLEY ST, JASPER, FL 32052; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 1205 MAPLEWOOD DR, JASPER, FL 32052; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS WILLIAM T McMULLEN, JR. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

WILLIAM T McMULLEN, JR.

1205 MAPLEWOOD DR

JASPER, FL 32052

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE IX. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE X. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> WILLIAM T McMULLEN, JR.: 1205 MAPLEWOOD DR
JASPER, FL 32052

ARTICLE XI. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: WILLIAM T McMULLEN, JR.: 1205 MAPLEWOOD DR
JASPER, FL 32052

ARTICLE XII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

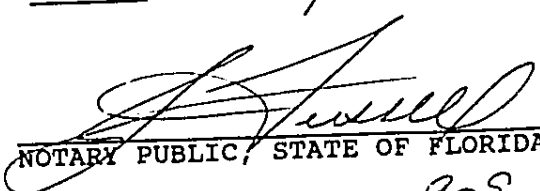
IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON MARCH 31, 1995.


WILLIAM T. McMULLEN, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED WILLIAM T. McMULLEN, JR. TO ME KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL
SEAL AT JASPER, FLORIDA, THIS 5 DAY OF April
19 94.


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: 9-9-98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:


FIRST, THAT TED'S CAPTAIN COOKS, INC., DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE
CITY OF JASPER, FL, HAS NAMED:

LOCATED AT: WILLIAM T McMULLEN, JR.
 1205 MAPLEWOOD DR
 JASPER, FL 32052

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


WILLIAM T McMULLEN, JR.
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