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95 MAY 31 AM 8:00
DIVISION OF CORPORATION

May 28, 1995

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*****70.00 *****70.00

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

RE: Dixie Franchises, Inc., a proposed corporation

Gentlemen:

Enclosed please find my check in the amount of \$70.00 along with the original and one copy of the articles of incorporation on the above-captioned corporation.

FROM: James R. Sullivan
P. O. Box 993
Eastpoint, Florida 32328
(904) 927-3505

Please issue the Certificate of Incorporation at your earliest convenience.

Very truly yours,


James R. Sullivan

Enclosures
JRS/as

will wait

FILED
95 MAY 31 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE 5/31

ARTICLES OF INCORPORATION
OF
DIXIE FRANCHISES, INC.

FILED
95 MAY 31 AM 8 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscribers to these Articles of incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further, do agree to the following conditions of said corporation.

ARTICLE I
NAME

The name of this corporation is DIXIE FRANCHISES, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI
ADDRESS

The initial post office address of this corporation in the State of Florida is: P.O.Box 993, Eastpoint, Florida 32328.

The address of the office and principal place of business of the corporation is: 1932 Coral Reef Way, St. George Island, Florida 32328.

ARTICLE VII
DIRECTORS

This corporation shall have not less than one Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII
INITIAL DIRECTORS AND OFFICERS

NAME	ADDRESS	TITLE	OFFICE
James R. Sullivan	P.O. Box 993 Eastpoint, Fl. 32328	Director	President
Lina E. Sullivan	P. O. Box 993 Eastpoint, Fl. 32328	Director	Secretary

ARTICLE IX
SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME	ADDRESS	NO. SHARES	AMOUNT PAID
James R. Sullivan	P. O. Box 993 Eastpoint, Fl. 32328	-0-	-0-
Lina E. Sullivan	P. O. Box 993 Eastpoint, Fl. 32328	100	\$100.00

ARTICLE X
RESIDENT AGENT

The Registered Agent is: J. Ben Watkins, Attorney
41 Commerce Street
Apalachicola, Florida 32320

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this the 30th day of May, 1995.

JAMES R. SULLIVAN

STATE OF FLORIDA
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 30 day of May, 1995 by James R. Sullivan who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 30 day of May, 1995.

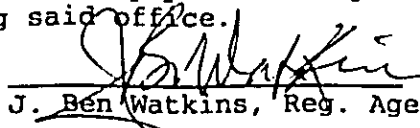
Shirley D. Taylor
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission Expires:

Notary Public, State of Florida
My Commission Expires Nov. 30, 1995
Bonded Thru Tray Fain - Insurance Inc.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for Dixie Franchises, Inc. at registered office located at 41 Commerce Street, Apalachicola, Florida, I hereby accept such designation and agree to act in this capacity agree to comply with the provisions of said act relative to keeping said office.


J. Ben Watkins, Reg. Agent

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