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95 MAY 31 AM 8:00  
DIVISION OF CORPORATION

May 28, 1995

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-05/31/95--01008--002  
\*\*\*\*\*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*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DIXIE FRANCHISES, INC.

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

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The name of this corporation is DIXIE FRANCHISES, INC.

ARTICLE II  
NATURE OF BUSINESS

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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

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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

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

ARTICLE V  
TERM OF EXISTENCE

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

ARTICLE VI  
ADDRESS

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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

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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

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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

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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. Sulivan	P. O. Box 993 Eastpoint, Fl. 32328	100	\$100.00

ARTICLE X  
RESIDENT AGENT

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

ARTICLE XI  
AMENDMENT

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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.

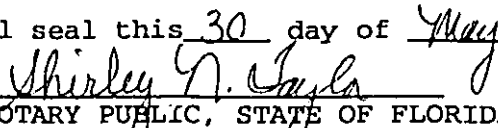
IN WITNESS WHEREOF, we have hereunto set our hands and seals, this the 30<sup>th</sup> day of May, 1995.

  
\_\_\_\_\_  
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 an official seal this 30 day of May, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

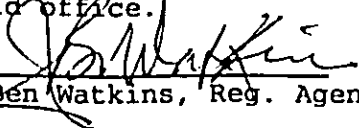
My commission Expires:

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

ACCEPTANCE OF REGISTERED AGENT

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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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA