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LAWRENCE P. BUSH

ATTORNEY AT LAW

TELEPHONE: (904) 243-1512
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150 EGLIN PARKWAY, NE
FORT WALTON BEACH, FLORIDA 32548

POST OFFICE BOX 971
FORT WALTON BEACH, FL 32549

June 9, 1995

Secretary of State
Division of Corporations
New Filings Section
Post Office Box 6327
Tallahassee, FL 32314

70000152557
-06/26/95--01012--001
*****70.00 *****70.00

RE: Russ Enterprises, Inc.

Dear Sir/Madam:

Enclosed herein is an original plus one copy of Articles of Incorporation for the above styled Corporation. Also enclosed is a check in the amount of \$70.00 to cover costs of filing same with your office. After filing, please return one copy to my attention.

Thank you for your assistance in this matter.

Sincerely,


LAWRENCE P. BUSH

LPB;mjr

Enclosures: As stated.

Lawrence P. Bush GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Address
DATE 6-26-95
DOC. EXAM KTH

FILED
95 JUN 23 PM 2:31
TALLAHASSEE, FLORIDA

48
6-26-95

ARTICLES OF INCORPORATION
OF
RUSS ENTERPRISES, INC.

FILED
95 JUN 23 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-CORPORATE NAME

The name of this corporation shall be RUSS ENTERPRISES, INC.

ARTICLE II-NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to operate and manage a take-out business, but in addition, shall include any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III-CAPITOL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) Shares of common stock (a single class) having a par value of One Dollar (\$1.00) per share. The incorporators intend to issue shares initially to the following persons in the amount set opposite their names:

<u>NAME</u>	<u>SHARE VOTING</u>
DARLEENE R. KILGORE	60
LENORIA R. POTTER	40

ARTICLE IV-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 fully as may be done without issuing fractional shares) at the price at which it is offered to others.

ARTICLE V-TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing these articles.

ARTICLE VI-REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office AND corporation in the State of Florida shall be: Lenoria R. Potter, Rt. 2, Box 4655, Crawfordville, Florida 32327. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, in accordance with bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors are:

<u>NAMES</u>	<u>ADDRESSES</u>
DARLEENE R. KILGORE	5394 Hwy 98 P.O. Box 1723 Destin, FL 32541
LENORIA R. POTTER	Rt. 2, Box 4655 Crawfordville, FL 32327

ARTICLE VIII-INCORPORATORS

The name and street address of the person signing these Articles as Incorporator is: Lawrence P. Bush, 150 Eglin Parkway, NE, Fort Walton Beach, Florida 32548.

ARTICLE IX-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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-RESTRICTIONS ON TRANSFER OF SHARES

The shares issued by this Corporation shall not be transferred or conveyed to a subsequent person or entity without first offering such shares to:

- A. The Corporation.
- B. All other Shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 9 day of June, 1995.

WITNESSES:

Adrian E. O'Hara
Denise Thibodaux

L.P. Bush
LAWRENCE P. BUSH

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, personally appeared LAWRENCE P. BUSH, to be well known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 9 day of June, 1995.

MELISSA J. RODRIGUEZ
Notary Public, State of Florida
My comm. expires May 4, 1997
Comm. No. CC 391724


Melissa Rodriguez
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In Compliance with Section 48.091, Florida Statutes (1993), the following is submitted:

That RUSS ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Rt. 2, Box 4655, Crawfordville, Florida 32327, has

has named LENORIA R. POTTER, Rt. 2, Box 4655, Crawfordville,
Florida 32327 as its agent to accept service of process within
Florida.



LAWRENCE P. BUSH
Incorporator

Having been named to accept service of process for the above
styled corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.



LENORIA R. POTTER
Registered Agent

FILED
95 JUN 23 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA