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DANIEL HARMON III
TIMOTHY J. SLOAN*
SALVADOR, OF
DISTRICT OF COLUMBIA
ADDITIONAL BARR

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P960000007244

January 17, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Banjo's of Bayou George, Inc., a Florida corporation

Gentlemen:

RECEIVED DATE
JAN 17 1996

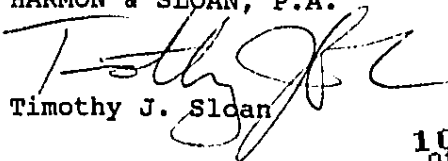
Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Acceptance of Registered Agent and our check in the amount of \$122.50 to cover the cost of filing. Please note that this corporation is to commence its existence on January 17, 1996.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P.A.

Timothy J. Sloan



TJS/da

Enclosures

cc: Jack H. Scholder

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-01/19/96--01076--015
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN 19 11 53 AM

FILED

1-24-96

**ARTICLES OF INCORPORATION
OF
BANJO'S OF BAYOU GEORGE, INC.**

FILED
96 JAN 19 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Banjo's of Bayou George, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence its existence on January 17, 1996.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation is authorized to issue is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares."

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 8728 Highway 2301, Youngstown, Florida 32466. The registered agent for this corporation is Jack H. Scholder, whose address is 4908 Magnolia

EFFECTIVE
1-17-96

Avenue, Youngstown, Florida 32466.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors of the initial Board of Directors of this corporation is four (4). The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Jack H. Scholder
4908 Magnolia Avenue
Youngstown, FL 32466

Susan L. Geltz
4908 Magnolia Avenue
Youngstown, FL 32466

Charles S. Killingsworth
5936 Shannon Circle
Youngstown, FL 32466

Mary F. Killingsworth
5936 Shannon Circle
Youngstown, FL 32466

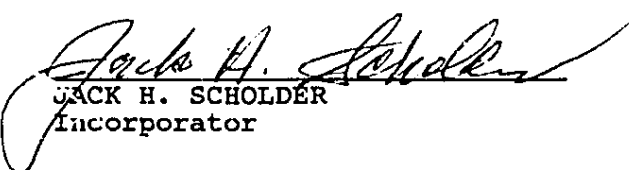
ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII- INCORPORATOR

The name of the person signing these Articles is Jack H. Scholder, whose address is 4908 Magnolia Avenue, Youngstown, Florida 32466.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17th day of January, 1996.


JACK H. SCHOLDER
Incorporator

STATE OF FLORIDA
COUNTY OF DAY

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 17th day of January, 1996, by JACK H. SCHOLDER, who is personally known to me or who has produced _____ as identification.

Dana C Aylor (SEAL)
Notary Public Signature

Name (Typed)

Commission Expiration Date

Serial Number (if any)



DANA C AYLOR
My Commission CC310206
Expires May, 18, 1997
Bonded by F&A
800-422-1888

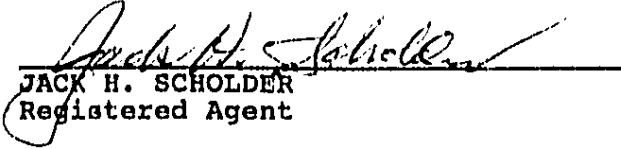
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

OF

BANJO'S OF BAYOU GEORGE, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607 of the Florida Statutes relative to keeping open said office.

Dated as of the 17th day of January, 1996.


JACK H. SCHOLDER
Registered Agent

FILED
96 JAN 19 AM 9 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA