

P960000007740

FRANCHISE SERVICES, INC.

VIA OVERNIGHT MAIL

January 10, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
JAN 25 1995
TALLAHASSEE, FL

Enclosed please find two original copies of Articles of Incorporation for Flor-Tex, Inc. and a check for \$122.50 to cover the cost of filing these documents.

Should you have any questions regarding this filing, please call me at 800-870-0702. For your convenience, I have enclosed a Priority Mail envelope which has been completed and stamped and need only be placed in the U.S. Mail for the return documents. The address for the return documents is: P.O. Box 120819, Arlington, Texas 76012. If at all possible, I would appreciate a call to let me know when this filing has been completed.

Sincerely,

Cynthia J. Gartinman
Legal Assistant

W96-1165

AL JAN 25 1995

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****122.50 ****122.50



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1996

FRANCHISE SERVICES, INC.
P.O. BOX 120819
ARLINGTON, TX 76012

SUBJECT: FLO-TEX, INC.
Ref. Number: W96000001165

We have received your document for FLO-TEX, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 996A00001971

409 E. Daines St.

32399

ARTICLES OF INCORPORATION

FILED

96 JAN 25 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Flor-Tex, Inc.

ARTICLE II - SHAREHOLDER AGREEMENT

Pursuant to Florida Business Corporation Act, Article 607.0732, the affairs of the Corporation will be directed by the Shareholders pursuant to shareholders agreement, known as the Corporate Control & Redemption Agreement.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4882 Jaybird Circle North, Jacksonville, Florida, 32257.

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

- 1,000 shares of Class A, Common Voting Stock, \$.01 par value
- 2,760 shares of Class B, Common Non-Voting Stock, \$.01 par value

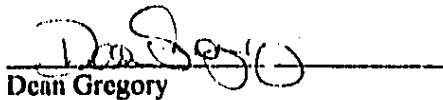
ARTICLE V - PURPOSE

The purpose for which this corporation is organized is the transaction of lawful business as a CiCi's franchised restaurant(s).

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Dean Gregory, 4882 Jaybird Circle North, Jacksonville, Florida, 32257.

The below registered agent, Dean Gregory, states that he is familiar with and accepts the duties and responsibilities as registered agent for Flor-Tex, Inc.


Dean Gregory

FILED
96 JUN 25 11 10 AM
SECRETARY OF STATE
TAMPA, FLORIDA

ARTICLE VII - INCORPORATOR
See instructions for officers/directors

The name and street address of the incorporator to these Articles of Incorporation is: Cynthia J. Gartman, 815 Drummond Dr., Arlington, Texas 76012.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of January, 1996.


Signature

Note: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.