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H. FRANK WINN, JR.

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382 SOUTH ALCAZAR STREET
SEVILLE SQUARE
PENSACOLA, FLORIDA 32501

March 4, 1996

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

Re: HUNAN II RESTAURANT OF
MARY ESTHER, INC.

Dear Sir:

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-03/05/96--01101--004
*****122.50 *****122.50

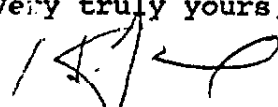
Please find enclosed original and one copy each of
Articles of Incorporation and Registered Agent's Certificate.

Also enclosed is check in the amount of \$122.50 as
follows:

Filing fee -----	\$ 35.00
Certified copy -----	52.50
Registered Agent fee -----	35.00
Total -----	<u>\$122.50</u>

Please file the original of the enclosed Articles of
Incorporation and Registered Agent's Certificate and return a
certified copy to the undersigned.

Very truly yours,

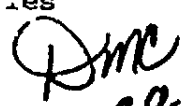

H. FRANK WINN, JR.

HFWjr/jkf

Encs.

cc: Ms. Hsin L. Quarles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

HUNAN II RESTAURANT OF MARY ESTHER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is: HUNAN II RESTAURANT OF MARY ESTHER, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the laws of Florida. The business to be transacted shall include, but not be limited to, the operation of a restaurant, and to manufacture, purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

ARTICLE III: CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence and its

existence shall commence on the date of execution and acknowledgment of these articles.

ARTICLE V: PRE-EMPTIVE 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 prorata share (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI: PRINCIPAL OFFICE/MAILING ADDRESS

The principal office of the corporation is 757 East Miracle Strip Parkway, Mary Esther, FL 32569. The mailing address of the corporation is 757 East Miracle Strip Parkway, Mary Esther, FL 32569.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, which is the same as the principal office and mailing address of the corporation, is 757 East Miracle Strip Parkway, Mary Esther, FL 32569, and the registered agent of this corporation at that address is HSIN L. QUARLES.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial

director of this corporation is:

Hsin L. Quarles
233 Karen Court
Niceville, FL 32578

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

H. FRANK WINN, JR.
322 South Alcaniz Street
Pensacola, FL 32501

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: TRANSFER OF STOCK

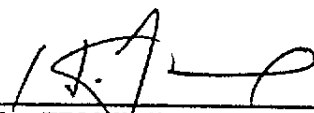
No stockholder, the executor or administrator of any deceased stockholder shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make such transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the

corporate stock, as well as to confer upon the stockholders pre-emptive rights of purchase as condition precedent to the sale of stock.

ARTICLE XII: CORPORATE STOCK LIEN

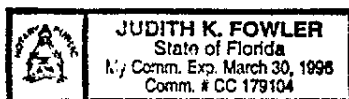
This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 4th of March, 1996.


H. FRANK WINN, JR.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 4th of March, 1996, by H. FRANK WINN, JR., who is personally known to me.



(SEAL)

NOTARY PUBLIC:

Sign: 
Print: Judith K. Fowler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FIRST, that HUNAN II RESTAURANT OF MARY ESTHER, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in Okaloosa County, Florida, has named HSIN L. QUARLES, 757 East Miracle Strip Parkway, Mary Esther, FL 32569, as its agent to accept service of process within this state.

ACKNOWLEDGMENT.

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Hsin L. Quarles
HSIN L. QUARLES,
Registered Agent