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MILLER, SHINE & BRYAN, P. A.

ATTORNEYS AT LAW

JOE C. MILLER II
BOARD CERTIFIED
CIVIL TRIAL LAWYER
JUDITH O. SHINE
LINDA LOGAN BRYAN

REPLY TO: ST. AUGUSTINE

March 7, 1996

P. O. BOX 3376
97 CHANCE STREET
ST. AUGUSTINE, FLORIDA 32085-3376
(904) 884-0484

P. O. BOX 803
113 N. FOURTH STREET
PALATKA, FLORIDA 32178-0803
(904) 328-6704

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314-6327

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****122.50 ****122.50

Re: Florida Sun of St. Augustine, Inc.

Dear Sir/Madam:

I am enclosing herewith an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is appreciated.

Sincerely,

Linda Logan Bryan
Linda Logan Bryan

LLB/lco

Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FLORIDA SUN OF ST. AUGUSTINE, INC.

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20 MAR 11 AM 11:53

TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

I.

NAME

The name of the corporation is FLORIDA SUN OF ST. AUGUSTINE, INC.

II.

DURATION

The duration of the corporation shall be perpetual.

III.

CORPORATE PURPOSE

The general purpose for which the corporation is organized is for the operation of a restaurant for the purpose of the sale of the world famous Davido's hot dogs, and to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

IV.

SHARES (STOCK)

A. The aggregate number of shares which the corporation is authorized to issue is one hundred thousand (100,000) shares. Such shares shall be of a single class, and shall have a par value of One and No/100 (\$1.00) Dollar.

D. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation." In addition, no stock shall be issued or transferred to a nonresident alien.

V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and for its mail is 829 S. Ponce de Leon Blvd., St. Augustine, Florida 32086.

VI.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 829 S. Ponce de Leon Blvd., St. Augustine, Florida 32086, and the name of the initial registered agent at said address is David A. Fussell, Jr.

VII.

DIRECTORS

A. This corporation shall have at least one (1) but no more than three (3) directors. The number of directors shall be determined as provided by the corporate by-laws, and these directors shall be elected in accordance with the provisions of

the corporate by-laws adopted by the stockholders, as amended from time to time in accordance with the procedures provided in the by-laws.

B. The number of directors constituting the initial Board of Directors of the corporation is two (2). The names and addresses of the person who are to serve as the members of the initial Board of Directors are:

David A. Fussell, Jr.
114 F Street
St. Augustine, Florida 32084

Betty J. Fussell
114 F Street
St. Augustine, Florida 32084

They shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until a successor or successors are elected and qualified.

VIII.

OFFICERS

The initial officers of the corporation shall be:

David A. Fussell, Jr.
114 F Street
St. Augustine, Florida 32084

President

Betty J. Fussell
114 F Street
St. Augustine, Florida 32084

Vice-President/
Secretary/
Treasurer

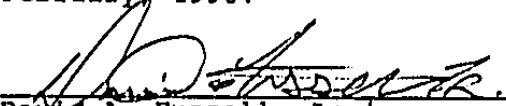
IX.

INCORPORATORS

The name and address of the incorporator is as follows:

David A. Fussell, Jr.
114 F Street
St. Augustine, FL 32084

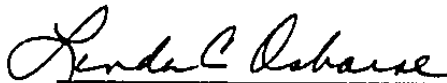
EXECUTED by the undersigned at St. Augustine, St. Johns
County, Florida, this 19th day of February, 1996.


David A. Fussell, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing Articles of Incorporation was acknowledged
before me this 19th day of February, 1996, by David A. Fussell,
Jr., Incorporator of Florida Sun of St. Augustine, Inc., desiring
to organize under the laws of the State of Florida. He is
personally known to me or has produced N/A
as identification.

SEAL


(Signature)

LINDA C. OSBORNE
(Print or Type Name of Officer)
Notary Public
Serial Number: _____



LINDA C. OSBORNE
MY COMMISSION # CC250409 EXPIRES
January 21, 1997
BONDED THRU TROY PAUL INSURANCE, INC.

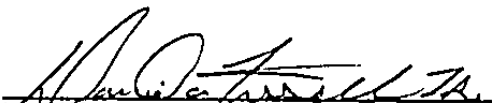
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that FLORIDA SUN OF ST. AUGUSTINE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St. Augustine, County of St. Johns, State of Florida, has named DAVID A. FUSSELL, JR., located at 829 S. Ponce de Leon Blvd., St. Augustine, Florida 32086, 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 provision of said Act relative to keeping open said office.


David A. Fussell, Jr.

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TALLAHASSEE, FLORIDA