

ARTICLES OF INCORPORATION OF
FLETCHER T. BARNUM GROUP, INC.

FILED
95 MAY 30 PM 12:27

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is FLETCHER T. BARNUM GROUP, INC.

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 4100 Coastal Highway, St. Augustine, Florida 32095.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of operation of a restaurant.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is

authorized to issue is 1000. Such shares shall be of a single class, and shall be without par value.

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1797 Old Moultrie Rd., Suite #103, St. Augustine, Florida 32095, and the name of its initial registered agent at such address, is CLYDE E. WOLFE, ESQ.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the corporation's initial board of directors is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
CHARLES B. NOVEY	8141 Pine Lake Rd. Jacksonville, FL 32256-7224

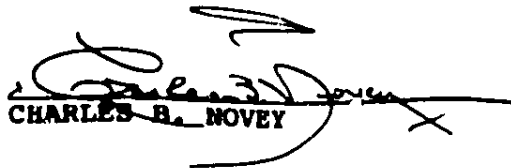
ARTICLE EIGHT

INCORPORATORS

The name and address of each incorporator is:

Name	Address
CHARLES B. NOVEY	8141 Pine Lake Rd. Jacksonville, FL 32256-7224

Executed by the undersigned at St. Augustine, St. Johns County, Florida on May, 24, 1996.


CHARLES B. NOVEY

State of Florida)
County of St. Johns)

I certify that on this date before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared CHARLES B. NOVEY, known to me

to be or who proved to my satisfaction by means of Chin P/L 109202 that he or she is the person described in and who executed the foregoing instrument, and he or she acknowledged before me that he or she executed the same.

Executed and sealed by me at St. Augustine, Florida on May 24, 1996.

 **CLYDE E. WOLFE**
Notary Public, State of Florida
My Comm. Expires Oct. 30, 1997
Comm. No. DC 315704
Clyde E. Wolfe
Notary Public in and for
The State of Florida

[Seal]

My commission expires: 10/26/97

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is FLETCHER T. BARNUM GROUP, INC..
2. The name of the registered agent is CLYDE E. WOLFE, ESQ.
3. The address of the registered agent/registered office is 1797 Old Moultrie Rd., Suite #103, St. Augustine, Florida 32086.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATE: 5/24/96

Clyde E. Wolfe
CLYDE E. WOLFE, ESQ.

FILE
JUN 27 1996
ST. AUGUSTINE, FLORIDA