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E. ALLAN RAMEY

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DUNN SPRINGS, FLORIDA 32430

TELEPHONE NUMBER
(904) 802-2108

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(904) 802-2108

July 9, 1996

Corporation Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

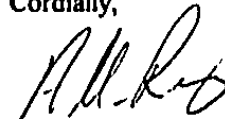
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****122.50 ****122.50

Re: Edith S. Thompson, Inc., A Florida
Corporation For Profit.

Gentlemen:

Enclosed is the original and two copies of the Articles of Incorporation of Edith S. Thompson, Inc., a Florida Corporation for profit. Also, enclosed is my trust check for \$122.50 to cover the cost of filing the Articles of Incorporation.

Cordially,



E. Allan Ramey

EAR/ch
Encl.

FILED
96 JUL 26 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUL 29 1996

ARTICLES OF INCORPORATION
OF
EDITH S. THOMPSON, INC.

FILED
96 JUL 26 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE
NAME

The name of the corporation is Edith S. Thompson, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 161 State Highway 83 N., DeFuniak Springs, Florida, 32433. The mailing address is 161 State Highway 83 N., DeFuniak Springs, Florida, 32433.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purpose for which the corporation is organized are:

1. To engage in the business of operating 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 twenty. Such shares shall be of a single class and have no par value.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1250 Circle Drive, DeFuniak Springs, Florida, 32433, and the name of its initial registered agent at such address is E. Allan Ramey.

ARTICLE SEVEN
DIRECTORS

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

<u>Name</u>	<u>Address</u>
Edith S. Thompson	364 Peck Cawthon Road DeFuniak Springs, Fl 32433
Wayne Thompson	364 Peck Cawthon Road DeFuniak Springs, Fl 32433

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Edith S. Thompson	364 Peck Cawthon Road DeFuniak Springs, Fl 32433

Executed by the undersigned at DeFuniak Springs, Florida on the 23rd day of July,
1996.


Edith S. Thompson
Edith S. Thompson

**STATE OF FLORIDA
COUNTY OF WALTON**

The foregoing instrument was acknowledged before me this 23rd day of July,
1996, by **Edith S. Thompson**, who is personally known to me or who produced
N/A as identification.



OFFICIAL SEAL
Cassandra Hollingsworth
My Commission Expires
Jan. 25, 1997
Comm. No. CC 259300

Cassandra Hollingsworth
Notary Public
Print Name: Cassandra Hollingsworth
My Commission Exp.: 1-25-97

**CONSENT AND ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

OF

EDITH S. THOMPSON, INC.

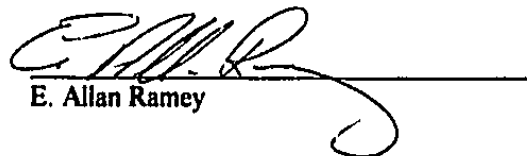
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I, E. Allan Ramey, having been named as registered agent and to accept service of process for Edith S. Thompson, Inc., at the place designated in the articles of incorporation, hereby accept the appointment as registered agent and agree to act in that 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.

Dated this 23rd day of July, 1996.


E. Allan Ramey