

KMA Properties, Inc.
415 S. Orlando Ave.
Winter Park, Fla. 32790

P96000063909

July 26, 1996

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

Re: Articles of Incorporation

Inclosed is an original and one photocopy of the articles of incorporation for KMA Properties, Inc. and my check for \$70. The original filing was return because of improper payment, and we did not received the documents by return mail as of this date. The enclosed is a new filing.

Sincerely,

Stephen M. Combs
Stephen M. Combs, V.P.

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-07/30/96--01020--019
*****70.00 *****70.00

W96-15281

DMC
7.22.96

FILED
96 JUL 31 PM 3:59
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

STEPHEN M. COMBS, E.A.
KMA PROPERTIES, INC.
415 S ORLANDO AVENUE
WINTER PARK, FL 32789

SUBJECT: KMA PROPERTIES, INC.
Ref. Number: W96000015201

We have received your document for KMA PROPERTIES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 496A00035305

ARTICLES OF INCORPORATION

KMA PROPERTIES, 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 shall be KMA Properties, Inc.

ARTICLE II - Nature of Business

This corporation will engage in the formation, acquisition and operation of various types of business establishments, including but not limited to restaurants and bars, and may transact any and all other lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - Capital Stock

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - Address

The street address of the initial registered office of the corporation shall be 415 South Orlando Avenue, Winter Park, Florida 32789, and the name of the initial Registered Agent for the corporation at that address is Stephen M. Combs.

ARTICLE V - Special Provisions

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI - Term of Existence

This corporation shall exist in perpetuity.

ARTICLE VII - Limitation of Liability

Each director, stockholder and officer, in consideration for his service, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - Self-Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Judy M. Shaw
Stephen M. Combs


ARTICLE IX - Incorporator

The name and address of the incorporator is:

Stephen M. Combs
2812 Woodside Avenue
Orlando, Florida 32803

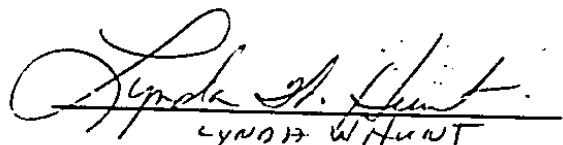
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 26th day of July, 1996.

Incorporator:


Stephen M. Combs

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 26th day of July, 1996, by Stephen M. Combs, personally known to me or who produced _____ as identification.


LYNDA W. HUNT
Notary Public
State of Florida



LYNDA W. HUNT
MY COMMISSION # CC450556 EXPIRES
April 4, 1997
BONDED THRU TROY FARM INSURANCE, INC.

My commission expires:

DESIGNATION OF ANY ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the
State of Florida:

KMA PROPERTIES, INC., a corporation organizing under the laws of
the State of Florida, with its principal office located at 415 S.
Orlando Ave., Winter Park, Fla. 32789, has named Stephen M. Combs,
whose address is 415 S. Orlando Ave., Winter Park, Fla. 32789, as its
agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep
the office open during prescribed hours; to post my name (any any
other officers of said corporation authorized to accept service of
process at the above designated address) in some conspicuous place in
the office as required by law.

Registered Agent

Stephen M. Combs
Stephen M. Combs

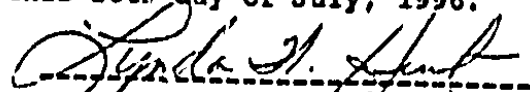
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally
appeared Stephen M. Combs, who, after being duly sworn, who is known
personally to me or produced _____ as identification,
deposes and says that the facts and matters contained above are true
and correct, and that he has executed the same for the purposes
expressed herein.

WITNESS my hand and official seal this 26th day of July, 1996.



Lynda W. Hunt

Notary Public
State of Florida

My commission expires:



----- LYNDA W. HUNT -----
MY COMMISSION # 0045088 EXPIRES
April 4, 1998
BONDED THRU TROY FARM INSURANCE, INC.