

P 96 0000 66473
Law Offices
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JACKSONVILLE, FLORIDA 32202

August 2, 1996

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Doris McDuffy

Re: Dissolution and Incorporation of Nacho Business, Inc.

Dear Ms. McDuffy:

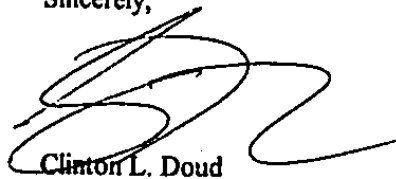
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Pursuant to our telephone conversation earlier this week, enclosed please find the Articles of Dissolution for Nacho Business, Inc. together with an Affidavit waiving the 120 day time period for revocation of the Articles of Dissolution. Also enclosed is a check for \$35.00 for the Articles of Dissolution.

Enclosed please find one original and one copy of the new Articles of Incorporation for Nacho Business, Inc. As a result of sale of assets, the dissolved Nacho Business, Inc. assigned their name to this new corporation. Also enclosed is the original Designation and Acceptance of Registered Agent. A certified copy of the Articles of Incorporation is hereby requested. Furthermore, enclosed is a check in the amount of \$122.50 to cover the costs of filing, designation of registered agent and one certified copy. Please return the certified copy to the undersigned.

Should you have any questions, please call.

Sincerely,


Clinton L. Doud

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96 AUG -5 AM 8:50
DIVISION OF CORPORATIONS

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N. HENDRICKS AUG 9 1996

**AFFIDAVIT WAIVING 120 DAY
PERIOD FOR REVOCATION OF DISSOLUTION**

FILED

AUG -5 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL


BEFORE ME, the undersigned authority, personally appeared Gary Hearne, President of Nacho Business, Inc., who after being duly sworn states as follows:

1. Affiant is the sole share holder, sole director and President and Secretary for Nacho Business, Inc.
2. On Friday, August 2, 1996, the Board of Directors recommended dissolution of the corporation. Said dissolution was approved by all shareholders of Nacho Business, Inc. The shareholders also authorized Affiant to execute this Affidavit of Waiving 120 day period for revocation of dissolution.
3. The name "Nacho Business, Inc." has been assigned to a new Florida corporation and shall be formed when this corporation is dissolved.
4. Nacho Business, Inc. hereby waives the 120 day time period required for the Articles of Dissolution to take effect and affirmatively states that Nacho Business, Inc. shall not revoke the Articles of Dissolution.

FURTHER AFFIANT SAYETH NOT.


GARY HEARNE, President

I.D. Personally known
Sworn to and subscribed before me
this 2nd day of August, 1996.


Notary Public, State of Florida at Large
My Commission Expires:



CLINTON L. DOUD

NOTARY
My Commission Expires

ARTICLES OF INCORPORATION

OF

NACHO BUSINESS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Nacho Business, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is for operating a restaurant and to do everything necessary, proper, advisable, or convenient for the accomplishment of such purposes, as well as to carry out all other lawful business, that is not forbidden by Florida corporation law or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares.

Number. The aggregate number of shares the corporation shall have the authority to issue is 10,000 shares of Capital Stock with a value of \$1.00 per share.

Initial issue. 1000 shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 519 Newnan Street, Jacksonville, Florida 32202, and the name of the initial registered agent at such address is Clinton L. Doud, Esquire.

SIXTH: The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
Kathy M. Corry	3919 Moss Oak Drive	Jacksonville	FL	32277
David M. Hacker	5885 Edenfield Rd. Bldg. P, Apt 1	Jacksonville	FL	32277

EIGHTH: The names and addresses of the initial incorporators are as follows:

Name	Number & Street	City	State	Zip Code
Kathy M. Corry	3919 Moss Oak Drive	Jacksonville	FL	32277
David M. Hacker	5885 Edenfield Rd. Bldg. P, Apt 1	Jacksonville	FL	32277

NINTH: An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

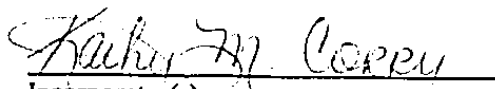
TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

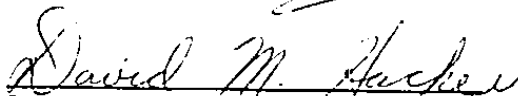
ELEVENTH: The address of the principal office is 9119-6 Merrill Road, Jacksonville, Florida 32211.

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

THIRTEENTH: The issuance of stock for this corporation shall be governed by a Shareholder Agreement that shall be executed by all shareholders and the corporation.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at Jacksonville, Florida, on the 2nd day of August, 1996.


Incorporator(s)


Incorporator(s)

FILED
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SECRET
TALLAHASSEE, FLA

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

Pursuant to the provisions of 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 Nacho Business, Inc.
2. The name of the registered agent is Clinton L. Doud, Esquire
3. The address of the registered agent/registered office is 519 Newnan Street, Jacksonville, Florida 32202; telephone (904) 632-0444.

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.

BY: 

DATE: August 2, 1996