

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 95 AUG -9 AM 8:37
 TALLAHASSEE, FLORIDA

W96-16669

AL JUL 12 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAK</u>	_____	_____	_____

WALK-IN 89 1205
 Will Pick Up

RE: Grill-n-Gas, Inc.

	C.C. FEE.	DISBURSED
Capital Express SM		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S -		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 96 AUG -9 AM 10:06
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 AUG -9 PM 2:56
DIVISION OF CORPORATION

August 9, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32301

SUBJECT: GRILL - N - GASS, INC.
Ref. Number: W96000016669

Corrected

We have received your document for GRILL - N - GASS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 796A00038026

ARTICLES OF INCORPORATION

OF

GRILL -n- PROPANE, INC.

FILED

96 AUG -9 AM 8:37

CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation for profit under the provisions of Chapter 607 of the Florida Statutes.

ARTICLE I

The name of this corporation is GRILL -n- PROPANE, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Business Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 1900 Corporate Boulevard, N.W., Suite 201 East Building, Boca Raton, Florida 33431. The name of the corporation's initial registered agent is J. Daniel Brede.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and street addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
DANIEL J. PECEN	8873 N.W. 1st Street Coral Springs, Florida 33071
DAVID T. GRAHAM	130 Price Road Jonesborough, TN 37659

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is J. Daniel Brede, 1900 Corporate Blvd., N.W., Suite 201-East Building, Boca Raton, Florida 33431.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX


Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of

Directors must be attended in fact in person by each Director.

ARTICLE X

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

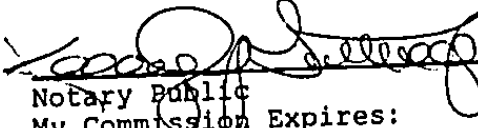
Dated this 8th day of August, 1996.


J. DANIEL BREDE, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared J. DANIEL BREDE, known to me to be the person described in and who executed the foregoing Articles of Incorporation of GRILL -n- PROPANE, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 8th day of August, 1996.


Notary Public
My Commission Expires:



KELLY J. GUTTVEE
My Commission CC388403
Expires Sep. 08, 1998

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

FILED

96 AUG -9 AM 8:37

TALLAHASSEE, FLORIDA

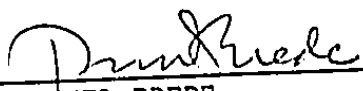
In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That GRILL -n- PROPANE INC., desiring to organize under the laws of
the State of Florida, with its principal office as indicated in the
Articles of Incorporation, has named J.DANIEL BREDE as the person
upon whom process may be served at the following address:

1900 Corporate Blvd., N.W.
Suite 201, East Building
Boca Raton, Florida 33431

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


J. DANIEL BREDE