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August 7, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: JERRY'S DRIVE-INN, INC.

Dear Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing Fee - \$35.00
Certified copy fee - \$52.50
Designation of Registered Agent - \$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

J. Mark Fisher

JMF/nre
Enclosures

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ARTICLES OF INCORPORATION

OF

JERRY'S DRIVE-INN, INC.

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26 AUG 12 AM 10:42

TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is JERRY'S DRIVE-INN, INC..

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of operating and managing a retail restaurant and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any real property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each having the par value of \$10.00.

Authorized Capital Stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 2815 E. Cervantes Street, Pensacola, FL 32503. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Raymond J. Wessel	2815 E. Cervantes Street, Pensacola, FL 32503
George William Wessel	2815 E. Cervantes Street, Pensacola, FL 32503

ARTICLE VIII - SUBSCRIBER(S)

The name(s) and street address(es) of the subscriber(s) of these Articles of Incorporation shall be as follows:

<u>Name</u>	<u>Address</u>
Raymond J. Wessel	2815 E. Cervantes Street, Pensacola, FL 32503
George William Wessel	2815 E. Cervantes Street, Pensacola, FL 32503

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2815 E. Cervantes Street, Pensacola, FL 32503, and the name of the initial registered agent of this corporation at that address is 2815 E. Cervantes Street, Pensacola, FL 32503.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin when these Articles of Incorporation are acknowledged.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on Aug 7, 1996.


RAYMOND J. WESSEL

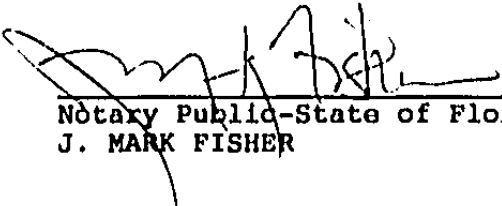

GEORGE WILLIAM WESSEL

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared RAYMOND J. WESSEL AND GEORGE WILLIAM WESSEL, personally known by to me known to be the person(s) described as the subscriber(s) in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid on Aug 7, 1996.


Notary Public-State of Florida
J. MARK FISHER

STATE OF FLORIDA
DEPARTMENT OF STATE

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

96 AUG 12 AM 10:42
TALLAHASSEE, FLORIDA


The following is submitted in compliance with
Chapter 607.0501, Florida Statutes:

JERRY'S DRIVE-INN, INC., is a corporation organized (or organizing)
under the laws of the State of Florida with its principal office
located at 2815 E. Cervantes Street, in the City of Pensacola,
County of Escambia, State of Florida, has named GEORGE WILLIAM
WESSEL, located at 2815 E. Cervantes Street, in the City of
Pensacola, County of Escambia, State of Florida, as its agent to
accept service of Process within the State.

ACCEPTANCE;

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

WITNESS my hand on Aug 7, 1996, in the City of
Pensacola, State of Florida.


GEORGE WILLIAM WESSEL
Registered Agent