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* Also Admitted in California
** Also Admitted in Louisiana
+ Florida Bar Certified Civil Trial Lawyer
++ Florida Bar Certified Marital and Family Lawyer
• Certified Family Law Mediator

August 21, 1996

UNITED PARCEL SERVICE - - NEXT DAY AIR

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-08/23/96--01057--017
****122.50 ****122.50

RE: T.J. SALT SPRINGS RESTAURANT, INC.
OUR FILE NO: 2-10819-1

Dear Sir/Madam:

Enclosed are duplicate originals of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the Articles of the duplicate copy, certify same, and return the certified copy to this office. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$122.50 is enclosed to cover the following:

| | |
|--------------------------------|----------|
| Filing Fee: | \$ 35.00 |
| Certified Copy: | \$ 52.50 |
| Registered Agent Registration: | \$ 35.00 |

TOTAL

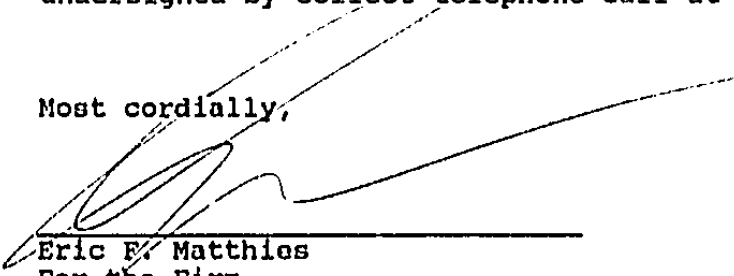
\$ 122.50

PH
8/27/96

DIVISION OF CORPORATIONS
PAGE TWO
AUGUST 21, 1996

If any further charges are required, or if for any reason the Articles do not meet current requirements, please so notify the undersigned by collect telephone call at (352) 732-3925.

Most cordially,



Eric F. Matthies
For the Firm

EFM:kad
Enc.

(check #3599)

FILED

96 AUG 23 AM 11:21

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.J. SALT SPRINGS RESTAURANT, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: Name

The name of the corporation is T.J. SALT SPRINGS RESTAURANT, INC.

ARTICLE II: Business

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

ARTICLE III: Stock

The total number of shares of stock which the corporation will have authority to issue is ONE HUNDRED (100) shares of Ten cent per share par value (\$.10) common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

ARTICLE IV:

Registered Agent and Address.

The initial address of the registered agent of the corporation is LINDA ROTHCHILD, 7935 S.W. 27th Avenue, Ocala, Florida 34476.

The principal business office of the corporation is 23626 County Road 314, Salt Springs, Florida 32134.

ARTICLE V:

Management of Corporation by Shareholders

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

ARTICLE VI: Effective Date

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE VII: Incorporator

Following is the name and street address of the person signing these Articles as incorporator: JOSEPH EDWARD JOHNSTON, SR., and MARY ANN JOHNSTON, P. O. Box 3261, Belleview, Florida 34420.

ARTICLE VIII:

Stockholders as Employees

There shall be no policy prohibiting stockholders from serving as corporate officers or employees. In the event that a stockholder is employed by the corporation, said stockholder shall be entitled to receive a reasonable salary for services rendered.

ARTICLE IX:

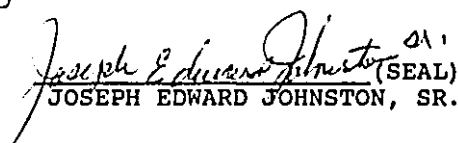
Preemptive Rights

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X: Amendment

This corporation may amend its certificate of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be lawful and proper in an original certificate of incorporation made at the time of making such amendment. Every amendment shall be proposed by a stockholder and approved at a stockholders' meeting by not less than Sixty percent (60%) of the stock entitled to vote thereon.

IN WITNESS WHEREOF, We have executed these Articles of Incorporation on 21st day of August, 1996.


JOSEPH EDWARD JOHNSTON, SR.

FILED

1996 AUG 23 AM 11:21
MARY ANN JOHNSTON (SEAL)
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, personally appeared JOSEPH EDWARD JOHNSTON, SR. and MARY ANN JOHNSTON, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS our hand and official seal, this 21st day of August, 1996.

Karen A. Gagnon
NOTARY PUBLIC
State of Florida At Large

My commission expires: 09/28/97

OFFICIAL NOTARY SEAL
KAREN A GAGNON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC319490
MY COMMISSION EXP. SEPT 28, 1997

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as Registered Agent for T.J. INC.
SALT SPRINGS RESTAURANT, as set forth in Article IV of the foregoing Articles of Incorporation, this 21st day of August, 1996.

Linda Rothchild
LINDA ROTHCHILD