CAPITAL CONNECTION, INC. 417 E. Virginia St., Suite J., Tallahassee, FL 32301, (904)224-8870

417 E. Virginia St., Suite J., 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

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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, 16% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

<u>of</u>

RJ'S CAFE. INC.

THE UNDERSIGNED, STEPHEN J. LACHOWICZ hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is RJ'S CAFE, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

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

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ARTICLE Y

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

ARTICLY VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 1021 A1A Beach Blvd., St. Augustine, Fl 32084 and the name of the initial registered agent of this Corporation at the registered address is: STEPHEN J. LACHOWICZ.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

NAME	TITLE	ADDRESS
STEPHEN J. LACHOWICZ	President	1021 AlA Beach Blvd.
		St. Aug. Fl 32084

ARTICLE X

The name and post office address of the subscriber to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

STEPHEN J. LACHOWICZ

1021 AlA Beach Blvd. St. Aug. Fl 32084

ARTICLE XI

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

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this _______, 1996.

STEPMEN SA LACHOWICZ

STATE OF FLORIDA

COUNTY OF ST. JOHNS

the foregoing instrument was acknowledged before me this 7/2 day of October , 1995, by STEPHEN J. LACHOWICZ, who is personally known to me or who produced A/A as identification, and who did/did not take an oath.

DEBORAH D STRUHAR
My Commission CC486284
Expires May, 31, 1969
Bonded by HAI
800-422-1568

Notary Public

Printed Name of Notary: DEBORAH D. STRUHAR Commission Expires:

(SEAL)

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT RJ'S CAFE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA, HAS NAMED STEPHEN J. LACHOWICZ, LOCATED AT 1021 A1A Beach Blvd., OF THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature:	RJ'S CAFE, INC.	96 OC 11
Title: Date:	1865, OOT. 7, 1996	SEE FLORE

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature:

Resident Agent - STEPHYN J. LACHOWICZ

Date:

Out: 7, N96