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PREPARED FOR FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 183931 4729072

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 11, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 183931-005

CUSTOMER NO: 4729072

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-12/11/96--01057--005
*****70.00 *****70.00

CUSTOMER: Alan J. Tanenbaum, Esq
COHEN POLLACK MERLIN AXELROD &
TANENBAUM, P.A.
Suite 300
2100 Riveredge Parkway, N.w.
Atlanta, GA 30328

DOMESTIC FILING

NAME: SAN JOSE ENTERPRISES, INC.

EFFECTIVE DATE: 12-11-96

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: _____

FILED
96 DEC 11 PM 4:19 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dme
12-11-96

ARTICLES OF INCORPORATION

OF

SAN JOSE ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is San Jose Enterprises, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 2937 Cobb Parkway, Atlanta, Georgia, 30339.

THIRD: The number of shares that the corporation is authorized to issue is 100,000, all of which are of a par value of \$1.00 each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Allan J. Tanenbaum

2100 Riveredge Parkway
Suite 300
Atlanta, Georgia 30328

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of

the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of restaurants, inns, taverns, cafes, cafeterias, delicatessens, kitchens, bars, cocktail lounges, banquet halls, catering establishments, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with food and food products of every kind and description; drinks and beverages of every kind and description; ice; cigars, cigarettes, tobacco, and smoking supplies; books, newspapers, magazines, and other publications; and all similar, kindred, and allied articles, products, and merchandise.

To engage in the transactions of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

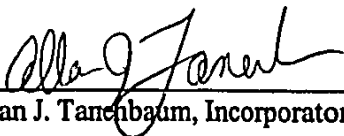
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall begin on December 11, 1996.

Signed on: December 10, 1996



Allan J. Tanenbaum, Incorporator

#55844

Having been named as registered agent and to accept service of process for San Jose Enterprises, Inc., at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

Name: Deborah D. Skipper

Title: As Agent

Date: 12-11-96

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TALLAHASSEE, FLORIDA