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PATENTS, TRADEMARKS, COPYRIGHTS
January 13, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

100002060291--7
-01/16/97--01054--014
***122.50 ***122.50

Re: Articles of Incorporation for:
PAPIN ENTERPRISES, INC.

EFFECTIVE DATE
1-13-97

Dear Sir/Madam:

Enclosed please find the original and a duplicate copy of the Articles of Incorporation for the above identified corporation. Please return the copy for our file.

Also enclosed is a check for:

Filing Fee:	\$ 35.00
Certified Return Copy:	\$ 52.50
Resident Agent Fee:	\$ 35.00
Total	\$122.50

FILED
97 JAN 16 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Respectfully submitted,


James H. Beusse

JHB/sg

Enclosures

JAN 23 1997

B5B

ARTICLES OF INCORPORATION
OF
PAPIN ENTERPRISES, INC.

FILED
97 JAN 16 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

EFFECTIVE DATE
1-13-97

The name of this corporation is PAPIN ENTERPRISES, INC. whose address is 103 Birkwood Court, DeBary, Florida 32713.

Article II - Duration

This corporation shall have perpetual existence unless dissolved according to law, commencing upon execution of the Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including operation of a retail business, namely a restaurant.

Article IV - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of stock having no par value.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 103 Birkwood Court, DeBary, Florida 32713 and the initial resident and registered agent of this corporation at that address is Joseph E. Papin, III.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation are:

Joseph E. Papin, III
103 Birkwood Court
DeBary, Florida 32713

Article VII - Incorporator

The name and address of the person signing these Articles is:

Joseph E. Papin, III
103 Birkwood Court
DeBary, Florida 32713

Article VIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

Article IX - Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article X - Indemnification

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

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13 day of January, 1997.

Joseph E. Papin, III
JOSEPH E. PAPIN, III, Subscriber

STATE OF FLORIDA) SS
COUNTY OF FLORIDA STAR BOND

Before me a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Joseph E. Papin, III known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

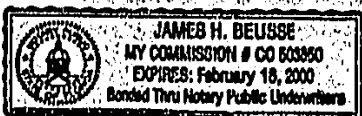
Sworn to and subscribed before me this 13th day of January, 1997.

[Signature]
Notary Public

My Commission Expires: 2/16/2000

Personally Known X

OR Produced Identification _____



RESIDENT AND REGISTERED AGENT ACKNOWLEDGMENT

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

Joseph E. Papin, III
JOSEPH E. PAPIN, III

FILED
JUN 16 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA STAR BOND
SOUTHWORTH CO. U.S.A.
25% COTTON FIBER