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ACCOUNT NO. : 072100000032

REFERENCE : 311233 11208A

AUTHORIZATION :

*Patricia Page*

COST LIMIT : \$ PPD

ORDER DATE : March 28, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 311233-005

CUSTOMER NO: 11208A

CUSTOMER: John R. Crawford, Esq  
KENT RIDGE & CRAWFORD

Suite 900  
225 Water Street  
Jacksonville, FL 32202

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-03/31/97--01001--002  
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DOMESTIC FILING

*AFY Restaurant management, Inc.*

NAME: ~~LOCALNET COMMUNICATIONS, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR 28 AM 8:26  
STATE  
TALLAHASSEE FLORIDA

84 MAR 28 1997

ARTICLES OF INCORPORATION  
OF  
AFY RESTAURANT MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: AFY Restaurant Management, Inc., 4610 34th Court East, Bradenton, Florida 34203.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1750 Ringling Boulevard, Sarasota, Florida 34236 and the name of its initial Registered Agent at that address is Camden T. French.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Allen F. Yearick  
4610 34th Court East  
Bradenton, Florida 34203

Article 7. Incorporators. The name and address of the sole Incorporator is as follows:

Allen F. Yearick  
4610 34th Court East  
Bradenton, Florida 34203

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TALLAHASSEE, FLORIDA

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 25th day of March, 1997.

  
\_\_\_\_\_  
Allen F. Yearick

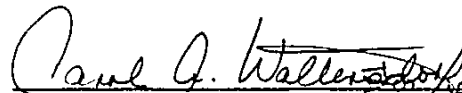
STATE OF FLORIDA                   )  
COUNTY OF SARASOTA            )

Before me personally appeared ALLEN F. YEARICK to me personally known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed and he did not take an oath.

WITNESS my hand and official seal this 25th day of March, 1997.



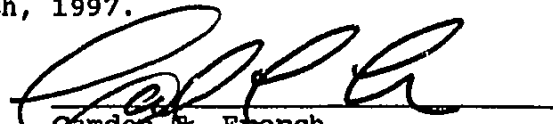
CAROL A. WALTERSDORF  
My Commission CC430108  
Expires Dec. 28 1998  
Bonded by HAI  
800-422 1555

  
\_\_\_\_\_  
Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AFY Restaurant Management, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 25th day of March, 1997.

  
\_\_\_\_\_  
Camden F. French  
Registered Agent

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MAR 28 AM 8:21  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA