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LAW OFFICES OF
FREDERICK W. VOLLRATH
ATTORNEY AT LAW

Please Mail To:
Post Office Box 18942
Tampa, Florida 33679

307 South Fielding Ave.
Tampa, Florida 33606
Tel. (813) 254-5900

April 4, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida, 32314

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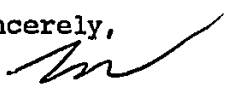
Subject: Articles of Incorporation of Georgia John's Inc.

Dear Sir,


Enclosed please find and original and one (1) copy of the
articles of incorporation and a check for \$78.75 for the Filing
Fee and a Certificate for the corporation.

If you have any questions please give me a call.

Sincerely,


Frederick W. Vollrath

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 7 AM 8:09


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**ARTICLES OF INCORPORATION
OF
GEORGIA JOHN'S INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 8:09

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

ARTICLE I

Name

The name of this corporation is Georgia John's Inc. whose mailing address is 501 South Falkenburg Road, Suite RD-7, Tampa, Florida, 33619.

ARTICLE II

Principal Place of Business

This corporation's principal place of business is Hillsborough County, State of Florida.

ARTICLE III

Terms of Existence

This corporation shall have perpetual existence.

Georgia John's Inc. Articles of Incorporation

ARTICLE IV

Nature of Business

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE V

Capitalization

The Maximum number of shares of stock the corporation is authorized to issue is 1000 (one thousand) shares of \$1.00 (one dollar) par common stock.

ARTICLE VI

Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be: John Howard of 1201 East 124th Avenue, Tampa, Florida, 33612.

ARTICLE VII

Directors

This Corporation shall have no directors. The responsibilities of the directors shall be performed by the shareholders. The number of shareholders not exceed ten.

Georgia John's Inc. Articles of Incorporation

ARTICLE VII

Initial Officers

The following persons shall serve in the following designated offices for the corporation until the organizational meeting of shareholders:

John Howard

President

Mary Howard

Treasurer/Secretary

ARTICLE IX

Incorporator

The name and address of the incorporator is:

John Howard of 1201 East 124th Avenue, Tampa, Florida, 33612.

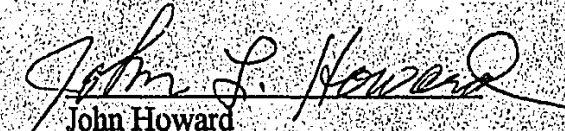
ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Georgia John's Inc. Articles of Incorporation

IN WITNESS WHEREOF, the undersigned, as Incorporator(s)
executed the foregoing Articles of Incorporation.

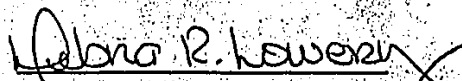

John Howard

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared John Howard, who is personally know to me or produced a Florida Drivers License as identification, executed the foregoing Articles of Incorporation, and acknowledge the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 20th day of March 1997.


Notary Public, State of Florida

My Commission Expires:



DEBRA R. LOWERY
COMMISSION # 451713
EXPIRES APR 9, 1999

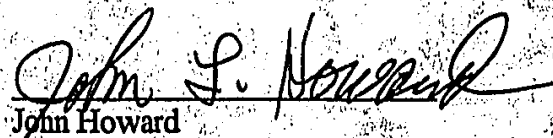
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT
UPON WHO PROCESS MAY BE SERVED**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 AM 8:09**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

Georgia John's Inc. desiring to organize or qualify under the laws of the State of Florida, County of Hillsborough, City of Tampa, has named John Howard located at 1201 East 124th Avenue, Tampa, Florida, as its agent to accept service of process within Florida.

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.


John Howard

Date: 3-28-97