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Frank M. Scruby
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FILED
APR 10 AM 9:08
TALLAHASSEE, FLORIDA

April 7, 1997

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

700002185037-1
-04/10/97--01543--003
****122.50 ****122.50

Re: Sebastian Barbecue Company

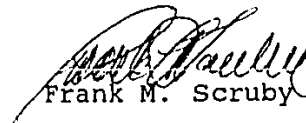
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your office and certify and return to us one copy.

We are enclosing our check in the amount of \$122.50, covering:

\$ 35.00 - filing fee
35.00 - Certificate Designating Registered Agent
52.50 - Certified Copy
\$122.50

Very truly yours,


Frank M. Scruby

FMS/dp
Enclosure

P. CHESNEY APR 11 1997

ARTICLES OF INCORPORATION
OF
SEBASTIAN BARBECUE COMPANY

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TALLAHASSEE, FLORIDA

Article I. Name: The name of this corporation is **SEBASTIAN BARBECUE COMPANY**.

Article II. Duration: This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

Article III. Purpose: This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

Article IV. Capital Stock: This corporation is authorized to issue One Hundred shares of the par value of One Dollar (\$1.00) per share common stock.

Article V. Pre-Emptive Rights: Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI. Principal Office: The principal office and registered office of this corporation shall be 767 Blanding Boulevard, Suite 104, Orange Park, Florida 32065.

Article VII. Initial Registered Agent: The name and address of the initial registered agent of this corporation is:

FRANK M. SCRUBY
767 Blanding Blvd., Suite 104
Orange Park, FL 32065

Article VIII. 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 in accordance with the bylaws of the corporation. The name and address of the initial director is as follows:

Frank M. Scruby
767 Blanding Boulevard, Suite 104
Orange Park, Florida 32065

Article IX. Incorporator: The name and address of the person signing these Articles is:

Frank M. Scruby
767 Blanding Boulevard, Suite 104
Orange Park, Florida 32065

Article X. Indemnification. The 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 provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this April 7, 1997.

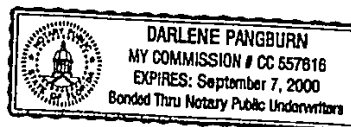

FRANK M. SCRUBY

STATE OF FLORIDA

COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 7 day of April, 1997, by Frank M. Scruby, who is personally known to me and did take an oath.


Darlene Pangburn
Notary Public



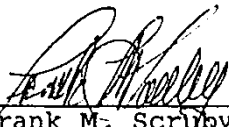
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **SEBASTIAN BARBECUE COMPANY.**

2. The name and address of the registered agent and registered office is:


Frank M. Scruby
767 Blanding Boulevard, Suite 104
Orange Park, FL 32065



Frank M. Scruby
Director
April 7, 1997

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Frank M. Scruby
April 7, 1997