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**A PROFESSIONAL ASSOCIATION
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(1900-1995)

* ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA

P970000035684
April 17, 1997

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-04/21/97--01025--001
*****52.50 *****52.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002148561--9
-04/21/97--01025--002
*****78.75 *****78.75

Re: 441 Drive Thru, Inc.

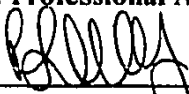
Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above referenced corporation along with two checks totaling \$131.25. Please process the enclosed articles and return a stamped certified copy of the articles plus a certificate of status to the undersigned at the address listed above. Also enclosed, please find a copy of the letter confirming the name reservation for this corporation (reservation number R97000001571).

If you should have any questions or comments, please feel free to contact me.

Very truly yours,

**RICHARD H. HUNT & ASSOCIATES
a Professional Association**


Robert S. Williams

RSW/
Enclosures

APR 22

FILED
97 APR 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 2, 1997

CSC NETWORKS

The name 441 DRIVE THRU, INC. has been reserved for 120 days beginning April 2, 1997. The reservation number is R97000001571 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 997A00016621

ARTICLES OF INCORPORATION
OF
441 DRIVE THRU, INC.

FILED
97 APR 21 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be 441 Drive Thru, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE

The street and mailing address of the initial principle place of business of this corporation shall be:

441 Drive Thru, Inc.
2012 SW 7th Avenue
Okeechobee, Florida 34974

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation, and the name

of the registered agent at that office, are as follows:

Richard H. Hunt, Jr.
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, Ninth Floor
Coral Gables, Florida 33134

ARTICLE VI - INCORPORATOR

The name and street address of the sole incorporator of this corporation is:

Richard H. Hunt, Jr.
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, Ninth Floor
Coral Gables, Florida 33134

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two (2) members. The name and address of the persons who will serve on the initial board of directors is:

Name	Address
Paul C. D'Agostina	2012 SW 7th Avenue Okeechobee, Florida 34974
James Andrecchio	558 N.W. Kilpatrick Avenue Port St. Lucie, Florida 34983

ARTICLE VII - BYLAWS

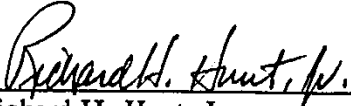
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of the corporation.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the

stockholders or at any special meeting of the stockholders called for that expressed purpose.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ~~24~~ day of April, 1997.

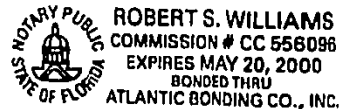

Richard H. Hunt, Jr.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard H. Hunt, Jr., known to me to be the person who executed the foregoing articles of incorporation, and acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8th day of April, 1997.


Notary Public, State of
Florida at Large
Print Name: Robert S. Williams
My Commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office, in the State of Florida.

1. The name of the corporation is 441 Drive Thru, Inc.
2. The name and address of the registered agent and office is:

Richard H. Hunt, Jr.
c/o Richard H. Hunt & Associates, P.A.
2801 Ponce De Leon Boulevard, Ninth Floor
Coral Gables, Florida 33134

Richard H. Hunt, Jr.
Richard H. Hunt, Esq.
Incorporator of
441 Drive Thru, Inc.

FILED
97 APR 21 AM 9:26
TALLAHASSEE, FLORIDA

Date: April 8, 1997

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.

Richard H. Hunt, Jr.
Richard H. Hunt, Jr.
Registered Agent
441 Drive Thru, Inc.

Date: April 8, 1997