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Jay D. Asbury
Attorney at Law

P.O. Box 848
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May 9, 1997

Telephone (904) 695-1970
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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: DICK DURBIN, INC.
Our File No. 97-064

Gentlemen:

Enclosed please find the Articles of Incorporation of DICK DURBIN, INC., and the Certificate of Designating Registered Agent, together with Mr. Durbin's check in the amount of \$122.50, as and for the filing fee and certified copy.

Please send the certified copy of the said Articles and registered agent designation via Express Mail (postaged paid envelope enclosed) to me at the above address.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

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Very truly yours *****122.50 *****122.50

Patti

Patti
Secretary to Jay D. Asbury

encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DICK DURBIN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, competent to contract, hereby associates himself for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be DICK DURBIN, INC., and its principal place of business shall be 2402 S. Highway 17, Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is JAY D. ASBURY, physical address is 234 N. Summit St., Crescent City, FL 32112 and mailing address is P. O. Box 848, Crescent City, FL 32112.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in the restaurant business. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust,

foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is Five hundred (500) shares, which shall be common stock with par value of \$2.00 per share. Initially all shares shall be issued 100% to RICHARD L. DURBIN.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.00.

ARTICLE V - TERM OF EXISTENCE

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial board of Directors. The name and address of the initial Board of Directors of the corporation is:

RICHARD L. DURBIN, 9 Canvasback Dr., Bloomingdale, GA 31302.

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the persons who will serve as officers of this corporation are:


RICHARD L. DURBIN

President/Vice President
Secretary/Treasurer

ARTICLE VIII - ARTICLES

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, I, the undersigned subscribing Incorporator have executed these Articles of Incorporation on the 9th day of May, 1997.


RICHARD L. DURBIN
President/Vice President
Secretary/Treasurer

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

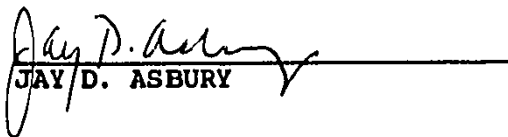
In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that DICK DURBIN, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2402 S. Highway 17, Crescent City, FL 32112, has named JAY D. ASBURY, as it's agent to accept service of process within the State of Florida.

DATED: May 9, 1997


RICHARD L. DURBIN
President

Having been named to accept service of process for the named 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 performance of my duties.


JAY D. ASBURY