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Law Offices Of
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May 12, 1997

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

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-05/14/97--01031--015
****122.50 ****122.50

RE: Fat Fred's Famous Bar-B-Q International, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Fat Fred's Famous Bar-B-Q International, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,

Scot E. Samis

SES/mmb
Enclosure

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/19/97

ARTICLES OF INCORPORATION
OF

FAT FRED'S FAMOUS BAR-B-Q INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FAT FRED'S FAMOUS BAR-B-Q- INTERNATIONAL, INC.

The principal place of business of this corporation shall be 734 SE U.S. Highway 19, Crystal River, FL 34429.

ARTICLE II. NATURE OF BUSINESS

The business of food production, restaurant and catering products and services and related promotional items and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 734 SE U.S. Highway 19, Crystal River, Florida, 34429, and name of the initial registered agent of the corporation at that address is Dorothy J. Newman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have three directors, initially. The names and street addresses of the initial members of the Board of Directors is:

Dorothy J. Newman
6482 Tanglewood Drive, NE
St. Petersburg, FL 33702

Fred Clark
734 SE U.S. Highway 19
Crystal River, Florida, 34429

Brian Press
734 SE U.S. Highway 19
Crystal River, Florida, 34429

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Dorothy J. Newman, President
6482 Tanglewood Drive, NE
St. Petersburg, FL 33702

Fred Clark, Secretary
734 SE U.S. Highway 19
Crystal River, Florida, 34429

Brian Press, Treasurer
734 SE U.S. Highway 19
Crystal River, Florida, 34429

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these
Articles of Incorporation are:


Dorothy J. Newman
6482 Tanglewood Drive, NE
St. Petersburg, FL 33702

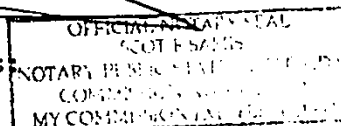
IT WITNESS WHEREOF, the undersigned has hereunto set his
hand and seal on this 3 day of April, 1997.


DOROTHY J. NEWMAN

STATE OF FLORIDA
COUNTY OF PINELLAS

3 The foregoing instrument was acknowledged before me this
day of April, 1997.


Notary Public
My Commission expires



CERTIFICATE OF DESIGNATING REGISTERED AGENT

FAT FRED'S FAMOUS BAR-B-Q INTERNATIONAL, INC., a
corporation duly organized and existing under the laws of the State
of Florida, with its principal office, as indicated in the Articles
of Incorporation, has named DOROTHY J. NEWMAN, with street address
at 734 SE U.S. Highway 19, Crystal River, Florida 34429, as its
agent to accept service of process within this State.


DOROTHY J. NEWMAN, Subscriber

Dated: 4/3/97

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity this 3 day of April
 , 1997.


DOROTHY J. NEWMAN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA