

REGAM, INC.
d/b/a PANAMA REDD'S FOOD & SPIRITS
2986 Oceanshore Boulevard
Ormond Beach, FL 32176

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

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-10/20/97--01095--014
***122.50 ***122.50

Re: EREGAM, INC.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify me of the assigned document number.

Thank you for your cooperation and assistance. If you have questions upon receipt of this letter, please call me immediately.

Sincerely,

Pamela S. Brown

Pamela S. Brown
Secretary

Enclosure

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97 OCT 20 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITOL BUILDING

*Done
10/20/97*

CMO 13119A

ARTICLES OF INCORPORATION

OF THE STATE OF
FLORIDA
EREGAM, INC

ARTICLE I

Name and Address

The name of this corporation is EREGAM, INC. whose place of business is located at 2986 North Oceanshore Boulevard, Ormond Beach, Florida 32176.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

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TALLAHASSEE, FLORIDA

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 106 Lynnhurst Drive, Ormond by the Sea, FL 32176 and the name of the initial registered agent of this corporation at that address is PAMELA S. BROWN.

ARTICLE VI

Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Peggy S. Lawson	292 Selfridge Road McDonough, GA 30253	Director/President
Jerry N. Lawson	292 Selfridge Road McDonough, GA 30253	Director/Treasurer
Pamela S. Brown	106 Lynnhurst Drive Ormond by the Sea, FL 32176	Director/Secretary

ARTICLE VII

Incorporators

The name and address of the person(s) signing these Articles is:

Name

Address

Peggy S. Lawson 292 Selfridge Road
McDonough, GA 30253

ARTICLE VIII

Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30 day of September, 1997.


Incorporator **PEGGY S. LAWSON**

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