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TRANSMITTAL

LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 2:37

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

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-04/10/98--01094--017
***122.50 ***122.50

SUBJECT: SUB ENTERPRISES II, INC.

Enclosed please find an original and one(1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

James G. Hutchens, Jr., CPA
P.O. Box 889
Ponte Vedra Beach, Florida 32004-0889
(904) 280-1228

Note: Additional copy of articles is needed only when certified copy is requested.

D. BROWN APR 13 1998

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ARTICLES OF INCORPORATION
OF
SUB ENTERPRISES II, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
SUB ENTERPRISES II, INC.

The principal place of business of this corporation shall be:
1371 S. Walnut St.
Starke, Florida

ARTICLE II NATURE OF BUSINESS

The specific nature of business shall be:
Restaurant

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares at \$.50 par value

ARTICLE IV TERM OF EXISTANCE

The corporation is to exist perpetually.

ARTICLE V OFFICERS/DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Jeff Moore
1371 S. Walnut St.
Starke, Florida 32091

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jeff Moore
1371 S. Walnut St.
Starke, Florida 32091

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of April, 1998.

Signature of Incorporator




STATE OF FLORIDA

COUNTY OF CLAY

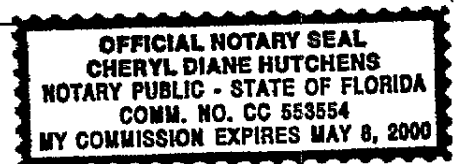
THE FOREGOING instrument was acknowledged and sworn to before me this 7th day of April, 1998, by Jeff Moore of Sub Enterprises II, Inc.

Notary Public


My Commission Expires

(SEAL)

ARTICLES OF INCORPORATION FILING FEE: \$ 35.00



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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 Sub Enterprises II, Inc.
2. The name and address of the registered agent and office is

James G. Hutchens, Jr. CPA
106 Canal Blvd.
Ponte Vedra Beach, Florida 32082

Signature

Title owner

Date 4-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature

Date 4/7/98

REGISTERED AGENT FILING FEE: \$ 35.00