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THOMAS G. REED, III
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November 30, 1998

Secretary of State
Corporation Division
Post Office Box 6327
The Capitol
Tallahassee, Florida 32304

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-12/02/98--01064--003
*****70.00 *****70.00

RE: ACAPULCO FRESH III, INC.

Dear Sir:

Enclosed herewith is an original and one copy of Articles of Incorporation for the above named corporation and a check in the amount of \$70.00 for the filing fee. Please file the original of the enclosed Articles of Incorporation and return a copy to this office.

The incorporator of Acapulco Fresh III, Inc. is one and the same as the incorporator of Acapulco Fresh, Inc. and Acapulco Fresh II, Inc. and hereby authorizes the incorporation of Acapulco Fresh III, Inc. Should you have any questions, please do not hesitate to call me.

Very truly yours,



THOMAS G. REED, III

TGR/ic

Enclosure

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
ACAPULCO FRESH III, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation is ACAPULCO FRESH III, INC., and its principal office address is 8629 Rosemont Drive, Pensacola, Florida 32514.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, all of one class and series. The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in

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DIVISION OF CORPORATIONS
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cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the corporation, not less than the par value of the stock so to be issued.

ARTICLE V: AMENDMENT OF ARTICLES

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

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 107 North Palafox Street, Pensacola, Florida 32501 and the name of this corporation's initial registered agent is Thomas Grady Reed, III.


ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is three (3).

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is Robert J. Barrington, Jr., 4771 Bayou Boulevard, Pensacola, Florida 32503.

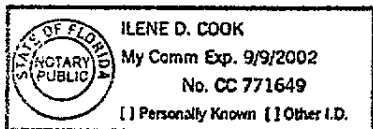
IN WITNESS WHEREOF, the undersigned incorporator
has executed these Articles of Incorporation this 30
day of November, 1998.



ROBERT J. BARRINGTON, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, in and for
the said state and county, personally appeared ROBERT J.
BARRINGTON, JR., to me well known to be the person described
in and who freely and voluntarily subscribed the foregoing
Articles of Incorporation for the uses and purposes therein
mentioned and set forth. He is personally known to me and
did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand
and seal in the state and county aforesaid this 30 day
of November, 1998.




NOTARY PUBLIC
Printed Name: Ilene D. Cook
Commission No. CC 771649
Commission Expires: 9-9-02

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, THOMAS G. REED, III, hereby accept the
appointment as registered agent for ACAPULCO FRESH III,

INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 30 day of November, 1998

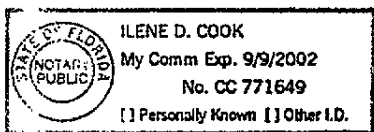
Thomas G. Reed, III
THOMAS G. REED, III

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STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, in and for the said state and county, personally appeared THOMAS G. REED, III, to me well known to be the person described in and who freely and voluntarily subscribed the foregoing Acceptance of Appointment as Registered Agent for the uses and purposes therein mentioned and set forth and he acknowledged to and before me that he executed such instrument. He is personally known to me and did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 30 day of November, 1998.



Ilene D. Cook
NOTARY PUBLIC
Printed Name: Ilene D. Cook
Commission No. CC 771649
Commission expires: 9-9-02