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LAW OFFICES OF
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February 5, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

Re: **CRJ, Inc.**
Our Account No: 98-820

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-02/09/99--01081--005
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning CRJ, Inc. The firm's check in the amount of \$78.75 representing your filing fee is also enclosed. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

Kristine M. Wolfe

Kristine M. Wolfe
Secretary to Richard Braunstein

Encl.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

CRJ, INC.

The undersigned subscriber of 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 this corporation is:

CRJ, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to operate is to engage in the retail sale of food and beverages; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the

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State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street and mailing address of the initial principal office of this corporation is 4A Wheaton Lane Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the stockholders.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Rose Jones	4A Wheaton Lane Palm Coast, FL 32137
Jill Green	4A Wheaton Lane Palm Coast, FL 32137
Craig Allen	4A Wheaton Lane Palm Coast, FL 32137

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Rose Jones	4A Wheaton Lane Palm Coast, FL 32137	100

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be Richard Braunstein, Esquire, 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.


Rose Jones

STATE OF FLORIDA
COUNTY OF FLAGLER

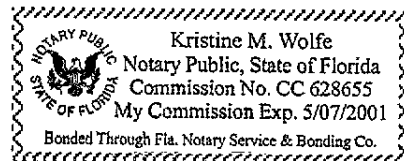
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROSE JONES, to me personally known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that ROSE JONES subscribed to those Articles of Incorporation. Declarant is personally known to me and did not take an oath.

5th WITNESS my hand and official seal in the County and State named above this
day of Feb., 1999.

Kristine M. Wolfe

Notary Public

My commission expires:

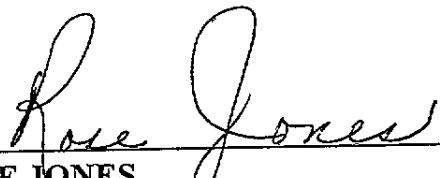


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

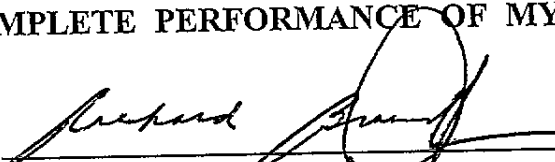
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT ROSE JONES, DESIRING TO ORGANIZE OR QUALIFY A
CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 4A WHEATON LANE, PALM COAST,
FLORIDA 32137, HAS NAMED RICHARD BRAUNSTEIN, ESQUIRE, 4 OLD
KINGS ROAD NORTH, SUITE B, STATE OF FLORIDA, 32137 AS ITS
REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.



ROSE JONES
DATE: 2/5, 1999

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.



RICHARD BRAUNSTEIN
REGISTERED AGENT

DATE: 2/5, 1999