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February 23, 1999

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*****122.50 *****78.75

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P. O. BOX 6327
TALLAHASSEE, FL 32314

Re: MAGNOLIAS RESTAURANT, INC.

Dear Sir:

Enclosed herewith, please find the original and one copy for returning of the Articles of Incorporation on the above captioned along with our filing fee of \$122.50.

Very truly yours,



William A. Hamilton, III

WAH:sa
enclosure

FILED
99 FEB 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 26 1999

**ARTICLES OF INCORPORATION
OF
MAGNOLIAS RESTAURANT, INC.**

FILED
99 FEB 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is: MAGNOLIAS RESTAURANT, INC.

ARTICLE II

DURATION

Section 2.1 Duration. The corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Department of State.

ARTICLE III

PURPOSE

Section 3.1 Purpose. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the board of directors; provided, however, that in the event such designation is not specifically made by the board of directors, said stock shall be deemed voting.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL OFFICE

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1520 Park Avenue, Orange Park, Florida, 32073, and the name of the initial registered agent of this corporation at that address is DONNA E. BURNSIDE. The principal address is the same as the registered office.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and street address of the members of the first Board of Directors of the corporation are:

DONNA E. BURNSIDE
1520 PARK AVENUE
ORANGE PARK, FLORIDA 32073

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subjected to amendment or repeal by the Board of Directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

DONNA E. BURNSIDE
1520 PARK AVENUE
ORANGE PARK, FLORIDA 32073

ARTICLE IX

AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 23rd day of February, 1999.

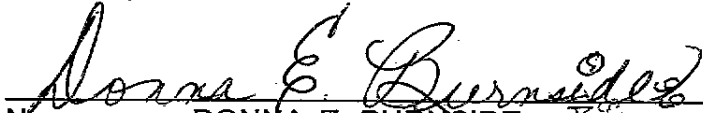

DONNA E. BURNSIDE

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes 48.091 and 607.0501, the following is submitted:

MAGNOLIAS RESTAURANT, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates DONNA E. BURNSIDE as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1520 Park Avenue, Orange Park, Florida, 32073.


Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agreed to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.


Name: DONNA E. BURNSIDE
Date: February 23, 1999

FILED
FEB 24 PM 12:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me by DONNA E. BURNSIDE who produced a Florida Drivers License as identification, this 23rd day of February, 1999.


NOTARY PUBLIC

My commission expires:

OFFICIAL NOTARY SEAL
SHEILA E PECK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC765031
MY COMMISSION EXP. JUNE 5, 1999