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Transmittal Letter

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

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-12/07/99--01022--019
131.50 *87.50

SUBJECT: South Street EATS Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_____ \$70.00
Filing Fee

_____ \$78.75
Filing Fee
& Certificate

_____ \$122.50
Filing Fee
& Certificate Copy

✓ _____ \$131.50
Filing Fee
Certified Copy &
Certificate

ADDITIONAL COPY REQUIRED

FROM: SOUTH STREET EATS INC.
Name (printed or typed)
10367 WALDEN GLEN CT
Address
JACKSONVILLE FL 32256
City, State & Zip
(904) 464-0235
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
99 DEC -6 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: Southstreet Eats, Inc.

ARTICLE II

The corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be five hundred shares of common stock having a nominal or no par value per share. The consideration to be paid for each share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than five hundred dollars.

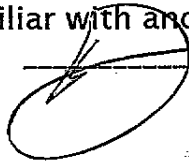
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TALLAHASSEE, FLORIDA

ARTICLE VI

The street address of the initial principal office of this corporation is:
10367 Walden Glenn Court, Jacksonville, Florida 32256.

ARTICLE VII

The name and address of the initial registered agent of this corporation is:
Robert Wiley Freeman, 10367 Walden Glenn Court, Jacksonville, FL 32256,
I hereby am familiar with and except the duties and responsibilities of
registered agent, _____



ARTICLE VIII

This corporation shall have one director initially. The number of directors of this corporation may be increased or decreased, from time to time, by the By-Laws of this corporation, but which number shall never be less than one.

ARTICLE IX

This corporation shall have one director initially. The name and address of the director of this corporation, who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

Robert Wiley Freeman, Director
10367 Walden Glenn Court, Jacksonville, FL 32256

ARTICLE X

The subscriber of the Articles of Incorporation, together with his respective address is: Robert Wiley Freeman, 10367 Walden Glenn Court, Jacksonville, FL 32256.

ARTICLE XI

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these

Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions, motion or action of the stockholders of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The By-Laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by the Board of Directors, and the directors thereof, shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent to holding an office or being a director or agent of this corporation. The officers and directors in this corporation shall have and enjoy all the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation may be increased, deleted or changed by the By-Laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

In witness whereof, the undersigned subscriber has executed the foregoing Articles of Incorporation, this 27 day of October, 1999.

Signed in the presence of:

Angela C. Green
Witness

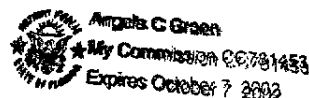
Robert Wiley Freeman

State of Florida
County of Duval

Before me, the undersigned authority, personally appeared Robert Wiley Freeman, who upon first being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation, and that he has executed same freely and voluntarily.

Witness my hand and seal this 27 day of October, 1999 at Jacksonville, County of Duval, Florida

Angela C. Green
Notary Public



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