

Matthew W. Burns, Attorney

Post Office Box 1226
Destin, Florida 32540

Telephone (850) 837-8445 • Facsimile (850) 650-0400
December 3, 1999

P99000108432

Division of Corporations
409 East Gaines
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: New filings section

Re: Filing of Articles Of Incorporation
for BCH Enterprises of Okaloosa, Inc.

To Whom It May Concern: --

Please find enclosed the Articles of Incorporation of BCH
Enterprises of Okaloosa, Inc., for filing.

Also, find enclosed my office check number 3245, in the sum
of \$78.75 to cover the filing fee.

Please return the Articles and Certificate of Incorporation
to this office.

I appreciate your assistance.

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-12/07/99--01008--008
*****78.75 *****78.75

Sincerely,


Matthew W. Burns

MWB/mkn

Enclosure

FILED
99 DEC 15 PM 6:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe DEC 15 1999

W99-28011



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 1999

MATTHEW W. BURNS, ATTORNEY
PO BOX 1226
DESTIN, FL 32540

SUBJECT: BCH ENTERPRISES OF OKALOOSA, INC.
Ref. Number: W99000028011

We have received your document for BCH ENTERPRISES OF OKALOOSA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 599A00057718

ARTICLES OF INCORPORATION
OF
BCH ENTERPRISES OF OKALOOSA, INC.,

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is BCH ENTERPRISES OF OKALOOSA,
INC.

Article II - Principal

BCH ENTERPRISES, INC. Office; Mailing Address

The address of the principal office of the corporation is
767 Highway 98 East, Destin, Florida 32540. The mailing address
is 1704 Roundhill Road, Weaver, Alabama 36277.

Article III - Duration

This corporation shall exist perpetually, commencing with
the date of filing.

Article IV - Purpose

This corporation is organized to carry on the business of
the preparation and sale of Pizza's and related products, and for
the purpose of transacting any or all other lawful business.

Article V - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00
par value common stock.

Article VI - Shares of Stock

Shares of capital stock of this corporation shall be issued
initially to the following person and in the amount set opposite
his name: Bob McWhorter 2 Shares

Article VII - Preemptive Rights

The corporation may, through its by-laws provide that, with regard to certain shares of the stock of the corporation as designated in such by-laws, every holder of such designated shares, upon the issuance or any sale for bonafide consideration of any new stock of this corporation of the same kind, class or series as that designated stock which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

Article VIII - Restriction of Transferability of Stock

The shares of the capital stock of this corporation shall be issued initially as set forth in Article V. The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation or to the corporation. The price and terms of which and the time within which such shares may be offered and sold shall be further specified in the By-laws of this corporation, or by written agreement between the corporation and the shareholders.

Article IX -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 450 Lakeview Street, Mary Esther, Florida 35269 the name of the initial registered agent of this corporation at that address is HOLLI HAYS who evidences acceptance of this appointment by her signature below.

Article X - Powers of Directors Held By The Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of record, each of whom shall have one (1) vote in the affairs of the corporation for each share of stock of the corporation owned by the said shareholder. The powers and duties conferred or imposed upon directors by virtue of Florida Statutes shall be instead conferred or imposed upon the shareholders.

Article XI -- Incorporators

The name and address of the person signing these articles is:

Bob McWhorter
1704 Roundhill Road
Weaver, Alabama 36277

Cindy McWhorter
1704 Roundhill Road
Weaver, Alabama 36277

Holli Hays
450 Lakeview Street
Mary Esther, Florida 35269

Until shares of stock in this corporation have been issued, the incorporator shall have the power to adopt, amend, or repeal a corporate seal and a form for stock certificates, and to authorize the officers appointed herein to receive subscriptions for stock and to issue stock pursuant to such subscriptions and as provided for in these Articles. Subsequent to the initial issuance of shares of stock in this corporation, such power shall be held and exercised by the shareholders as provided elsewhere herein, or as specified in the By-laws.

Article XII - Officers

The initial officers of the corporation and the names of the persons initially holding office are set forth below:

President	Bob McWhorter
First Vice President	Cindy McWhorter
Secretary/Treasurer	Holli Hays

Upon adoption of By-laws, all corporate officers, manner of election, manner of removal and of filling vacancies, and terms of office shall be as prescribed in said By-laws. Prior to the adoption of By-laws, corporate offices may be created, abolished, or merges, and officers may be removed and vacancies in offices filled by unanimous vote of the shareholders.

Article XIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

Article XIV - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

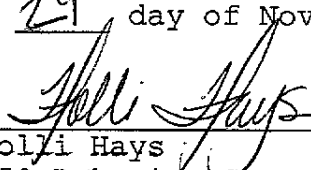
Article XV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

Article XVI - Tax Article

It is the intention of this Charter that the incorporator shall sell the capital stock of this corporation in accordance with the conditions of Section 1242 - 1244, inclusive, of the Internal Revenue Code. Further, the shareholders of the corporation are hereby authorized, by appropriate resolution, to elect to have the corporation file its income tax returns pursuant to the provisions of Subchapter "S" of the Internal Revenue Code, but such election is not hereby made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of November, 1999.

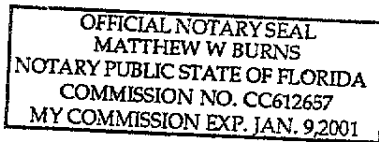


Holly Hays
450 Lakeview Street
Mary Esther, FL 35269

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared HOLLI HAYS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of November, 1999.



Name: MATTHEW W. BURNS
Notary Public
My commission expires: Jan 9, 2001

Acceptance of Appointment as Registered Agent

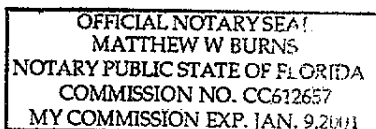
The undersigned, pursuant to F.S. 607.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.

Holly Hays
Holly Hays
Registered Agent

99DEC 15 PM 6:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

SWORN TO AND SUBSCRIBED before me this _____ day of November, 1999, by Holly Hays, who is known to me or who presented _____ as identification.



Name: MATTHEW W. BURNS
Notary Public
My Commission Expires: Jan 9, 2001