

**STATE OF FLORIDA  
UNIFORM COMMERCIAL CODE — FINANCING STATEMENT — FORM UCC-1 REV. 1981**

THIS FINANCING STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code:

ONLY ONE NAME PER BOX	DEBTOR (Last Name First if a Person) NAME <b>1A GSR ENTERPRISES, INC.</b>  MAILING ADDRESS 6591 Quail Run Drive CITY Pelham STATE AL 35124	THIS SPACE FOR USE OF FILING OFFICER Date, Time, Number & Filing Office          STATE OF ALA. SHELBY CO. I CERTIFY THIS INSTRUMENT WAS FILED <b>92 JAN - 7 PM 1:30</b> JUDGE OF PROBATE
	MULTIPLE DEBTOR (IF ANY) (Last Name First if a Person) NAME  <b>1B</b> MAILING ADDRESS  CITY STATE  MULTIPLE DEBTOR (IF ANY) (Last Name First if a Person) NAME  <b>1C</b> MAILING ADDRESS  CITY STATE	
	SECURED PARTY (Last Name First if a Person) NAME <b>2A TURNER, JAKE</b>  MAILING ADDRESS 1058 Independence Court CITY Alabaster STATE AL 33713  MULTIPLE SECURED PARTY (IF ANY) (Last Name First if a Person) NAME  <b>2B</b> MAILING ADDRESS  CITY STATE  ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First if a Person) NAME  <b>3</b> MAILING ADDRESS  CITY STATE	AUDIT          UPDATE          VALIDATION INFORMATION

030237

TAX P on Mtg 381-760

14.00

4. This FINANCING STATEMENT covers the following types or items of property *including description of real property on which located and owner of record when required. If more space is required, attach additional sheets 8 1/2" x 11"* **personal property of any nature whatsoever, now or hereafter located at 1123-C 1st St., N., Alabaster Shelby County, State of Alabama, or additional or substitute location, known as "Fantastic Sam's", as described in Exhibit "A" attached hereto, including, but not limited to, all replacements, substitutions, and additions thereto, trade name, telephone number, lease of aforementioned real property and equipment therein, goodwill, and "Fantastic Sam's" License Agreement.**

5. Proceeds of collateral are covered as provided in Sections 679.203 and 679.306, F.S.

6. Filed with: **Clerk of Court, Shelby County, AL**

7. No. of additional Sheets presented:

8. (Check )  All documentary stamp taxes due and payable or to become due and payable pursuant to Section 201.22, F.S., have been paid.  
 Florida Documentary Stamp Tax is not required.

9. This statement is filed without the debtor's signature to perfect a security interest in collateral (Check  if so)  
 already subject to a security interest in another jurisdiction when it was brought into this state or debtor's location changed to this state.  
 which is proceeds of the original collateral described above in which a security interest was perfected.  
 as to which the filing has lapsed.  
 acquired after a change of name, identity, or corporate structure of the  
 debtor or  secured party.

10. (Check  if so)  
 Debtor is a transmitting utility  
 Products of collateral are covered

NAME AND ADDRESS OF PREPARER

11. SIGNATURE(S) OF DEBTOR(S)  
 BY: Gayle S. Rockhill  
 GAYLE S. ROCKHILL, Pres.

12. SIGNATURE(S) OF SECURED PARTY(IES) OR ASSIGNEE  
 BY: Jake Turner  
 JAKE TURNER

13. Return copy to:

NAME	DON F. ZIMMERMAN, ESQUIRE
ADDRESS	ONE MEMORIAL CENTER
CITY	4919 Memorial Hwy., Suite 222
STATE	TAMPA FLORIDA
ZIP CODE	33634