



ACCOUNT NO. : 072100000032

REFERENCE : 623170 6520A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : June 20, 1995

ORDER TIME : 2:17 PM

ORDER NO. : 623170

CUSTOMER NO: 6520A

100001518601

CUSTOMER: Jean Fisher, Legal Assistant
AKERMAN SENTERFITT & EIDSON
P.A.
Citrus Center, 17th Floor
255 South Orange Avenue
Orlando, FL 32801

EFFECTIVE DATE
JUN 19 1995

DOMESTIC FILING

NAME: SONNY'S ADVERTISING FUND, INC.

FILED
95 JUN 20 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: T. BROWN JUN 21 1995

EFFECTIVE DATE
JUN 19 1995

FILED
95 JUN 20 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SONNY'S ADVERTISING FUND, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

Name and Principal Place of Business

The name of this Corporation shall be SONNY'S ADVERTISING FUND, INC., and its principal place of business and mailing address shall be 2605 Maitland Center Parkway, Suite C, Maitland, Florida 32751-7139.

ARTICLE II

Term

This Corporation shall commence corporate existence upon the date of signing of these Articles of Incorporation by the Incorporator and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

General Purpose; General Powers

The purposes for which this Corporation is organized is the promotion of the business interest of its sole member, Sonny's Franchise Company, not for pecuniary profit, having powers to perform the following activities for that purpose:

A. To facilitate the collection of and control the use and expenditure of monies for promoting the restaurant system of its sole member, Sonny's Franchise Company, including but not limited to the following: (i) development of advertising ideas, concepts and general plans; (ii) formulation of marketing, research and

merchandising programs and strategies; (iii) preparation and execution of advertising strategies and campaigns; (iv) development of promotional ideas, concepts and general plans; (v) preparation and execution of promotional strategies and campaigns; (vi) preparation and execution of collateral creative materials; (vii) writing, design, illustration, filming, editing and other preparation of advertisements; (viii) all planning, strategy, negotiation, contracting, buying, verifying, modifying and trafficking of all media programs; (ix) technical and professional advice in connection with the operations of the Corporation; (x) other advertising, promotional, public relations, administrative and related purposes; and (xi) administration of the Corporation.

B. To carry on any and all lawful activities permitted to a corporation not for profit under the laws of the State of Florida. This Corporation shall have all of the powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, including without limitation all powers necessary or convenient to effect the purpose for which the corporation is organized.

ARTICLE IV

Members

The sole member shall be Sonny's Franchise Company.

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 2605 Maitland Center Parkway, Suite C, Maitland, Florida 32751-7139, and the name of the initial registered agent of this Corporation at that address is ROBERT N. YARMUTH.

ARTICLE VI

Manner of Election of Board of Directors

The method of election of directors shall be as stated in the Bylaws. The names and street addresses of the initial members of the Board of Directors are as follows:

Robert N. Yarmuth
2605 Maitland Center Parkway
Suite C
Maitland, Florida 32751-7139

Jeffrey Yarmuth
2605 Maitland Center Parkway
Suite C
Maitland, Florida 32751-7139

William B. Yarmuth
2713 Avenue of the Woods
Louisville, Kentucky 40241

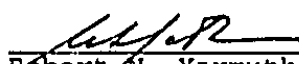
ARTICLE VII

Incorporators

The name and street address of the incorporator for these articles of incorporation is:

Robert N. Yarmuth
2605 Maitland Center Parkway
Suite C
Maitland, Florida 32751-7139

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this 19th day of June, 1995, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.



Robert N. Yarmuth
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

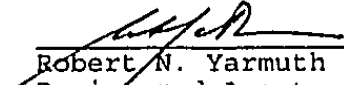
In compliance with Sections 617.0501, Florida Statutes, the following is submitted:

SONNY'S ADVERTISING FUND, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 2605 Maitland Center Parkway, Suite C, Maitland, Florida 32751-7139, has named and designated ROBERT N. YARMUTH, with its registered office located at 2605 Maitland Center Parkway, Suite C, Maitland, Florida 32751-7139, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named as Registered Agent for SONNY'S ADVERTISING FUND, INC. (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 617.0503, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 19th day of June, 1995.



Robert N. Yarmuth
Registered Agent