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February 14, 1997

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

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Re: PHOENIX OF BROWARD, INC.

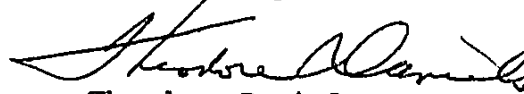
Dear Sirs and Mesdames:

We enclose an original and one copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50 representing filing fees and certified copy charge.

Please forward the filing receipt and certified copy to the undersigned at the above address.

Thank you.

Very truly yours,


Theodore Daniels

td/ft
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Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
PHOENIX OF BROWARD, INC.

ARTICLE I NAME

The name of the corporation shall be: PHOENIX OF BROWARD, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

666 Broward Blvd.
Ft. Lauderdale, Florida 33312

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares, all of which shall be common shares, without par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent's name and address is:

Theodore Daniels, Esq.
4400 North Federal Highway
Boca Raton, Florida 33431

ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

Glenn Levins
17086 Royal Cove Way
Boca Raton, Florida 33496

ARTICLE VI SPECIAL PROVISION

This corporation is a single purpose corporation formed solely for the purpose of operating Burger King Restaurants.

The undersigned has executed these Articles of Incorporation the 18 day of February, 1997.

MLZ
Glenn Levins, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent, in the state of Florida:

1. The name of the corporation is: PHOENIX OF BROWARD, INC.
2. The name and address of the registered agent and office is :

Theodore Daniels, Esq.
4400 North Federal Highway
Boca Raton, Florida 33431

Signature MLZ
Glenn Levins

Title: President

Date: February 18, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Theodore Daniels
Theodore Daniels

February 18, 1997

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