

**Berger
Davis &
Singerman**
Professional Association

P99000005154

290 Biscayne Boulevard Suite 950
Miami, Florida 33131-5300
Phone: 305.714.4340
Fax: 305.714.4340

Bernadette I. Spade
305.714.4357
email at:
bspade@bdsllaw.com

January 15, 1999

RECEIVED
JAN 18 1999
BY: *mm*

Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 323214

100002745741--4
-01/19/99--01042--019
*****78.75 *****78.75

Re: Articles of Organization of Drive-Thru Concepts, Inc.

To Whom It May Concern:

Enclosed is an original executed and a copy of the Articles of Organization of DRIVE-THRU CONCEPTS, INC. together with our check for \$78.75 for payment of filing fees.

Please do not hesitate to call should you have any questions. Thank you.

Very truly yours,

BERGER DAVIS & SINGERMANN

Bernadette Spade

Bernadette I. Spade,
Legal Assistant

BIS:mmn
Enclosure

FILED
99 JAN 19 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 19 AM 10:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DRIVE-THRU CONCEPTS, INC.

THE UNDERSIGNED incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation ("Articles"):

FIRST: The name of the corporation is "Drive-Thru Concepts, Inc." (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is: 5800 N.W. 74th Street, Miami, Florida 33166.

THIRD: The Corporation is authorized to issue One Thousand (1,000) shares of common stock, par value \$.01 per share.

FOURTH: The street address of the initial registered office of the Corporation is: Berger Davis & Singerman, 200 S. Biscayne Boulevard, Suite 2950, Miami, Florida 33131 and the name of the registered agent at that address is Daniel Lampert, Esq.

FIFTH: The name and address of the incorporator of the Corporation is Daniel Lampert, Esq. at Berger Davis & Singerman, 200 S. Biscayne Boulevard, Suite 2950, Miami, Florida 33131.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

SEVENTH: The Corporation's board of directors ("Board") shall initially consist of one (1) director. The following individual shall serve on the Board until his successor has been elected and duly qualified:

Jose Bared

THIS INSTRUMENT PREPARED BY:
Claudia F. Haines, Esq.
Florida Bar No. 0055115
Berger Davis & Singerman
100 N.E. 3rd Avenue, Suite 400
Fort Lauderdale, FL 33301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

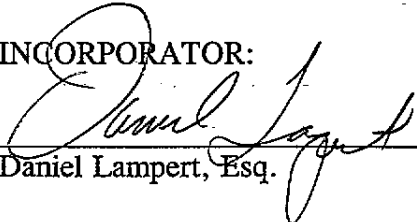
99 JAN 19 PM 1:20

FILED

EIGHTH: The provisions of these Articles of Incorporation and the Corporation's Bylaws may be modified by the a vote of the majority of shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 1999.

INCORPORATOR:



Daniel Lampert, Esq.

THIS INSTRUMENT PREPARED BY:

Claudia F. Haines, Esq.
Florida Bar No. 0055115
Berger Davis & Singerman
100 N.E. 3rd Avenue, Suite 400
Fort Lauderdale, FL 33301

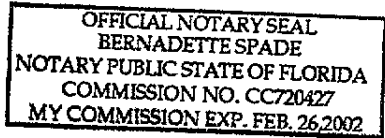
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this 15th day of January, 1999, by DANIEL LAMPERT

- Personally known to me; or
- Produced Identification; Type of Identification produced _____

NOTARY PUBLIC:

Sign: Bernadette Spade
Print Name: Bernadette Spade
Commission No.: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Drive-Thru Concepts, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of Section 607.0505 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Drive-Thru Concepts.

Date: January 15th, 1999

Daniel Lampert
Daniel Lampert, Esq.

FILED
99 JAN 19 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS INSTRUMENT PREPARED BY:
Claudia F. Haines, Esq.
Florida Bar No. 0055115
Berger Davis & Singerman
100 N.E. 3rd Avenue, Suite 400
Fort Lauderdale, FL 33301