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TRANSMITTAL LETTER

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

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05/24/99--01102--018
****87.50 - ****87.50

SUBJECT: McDonald's at Tavernier Towne, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- | | | | |
|--|---|--|--|
| <input type="checkbox"/> \$70.00
Filing Fee | <input type="checkbox"/> \$78.75
Filing Fee
& Certificate of Status | <input type="checkbox"/> \$78.75
Filing Fee
& Certified Copy | <input checked="" type="checkbox"/> \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status |
|--|---|--|--|
- ADDITIONAL COPY REQUIRED**

FROM: Mattson & Tobin, L.L.P.
Name (Printed or typed)

88101 Overseas Highway
Address

Islamorada, FL 33036
City, State & Zip

305-852-3388
Daytime Telephone number

FILED
 1999 MAY 24 PM 4: 14
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

MAY 20 1999

FILED

1999 MAY 24 PM 4:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MCDONALD'S AT TAVERNIER TOWNE, INC.

The undersigned desiring to incorporate under the laws of the State of Florida does hereby make, publish, and declare these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be
McDonald's at Tavernier Towne, Inc.

ARTICLE II

This corporation shall exist perpetually until dissolved.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue TWO THOUSAND (2,000) shares of common stock with \$1.00 par value. The Corporation is authorized to issue no more than 1,000 voting common shares, and 1,000 nonvoting common shares. The voting common shares shall be designated "Series A Voting Common Shares," and the nonvoting common shares shall be designated "Series B Nonvoting Common Shares."

ARTICLE V

The name of the initial registered agent and street address of the initial registered office of this corporation is:

John L. McCorkle
91400 Overseas Highway
Tavernier, FL 33070

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class, or series as that which the shareholder already holds, shall have the right to purchase a pro-rata share (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

ARTICLE VII

This corporation shall have one initial director. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

John L. McCorkle
91400 Overseas Highway
Tavernier, FL 33070

ARTICLE VII

The name of the officers of this corporation are:

John L. McCorkle -
President, Secretary, and Trusurer

ARTICLE IX

The name and address of the persons signing these articles of incorporation is:

John L. McCorkle
91400 Overseas Highway
Tavernier, FL 33070

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XI

No Shareholder shall transfer his or her shares of Stock to any person, firm, or corporation other than the Company, unless the Shareholder desiring to transfer shall first have made a written offer to sell the Stock to the Corporation on the same terms and conditions and such offer shall not have been accepted within 30 days of receipt of the offer. If the Corporation accepts the offer, the closing shall occur within 30 days.

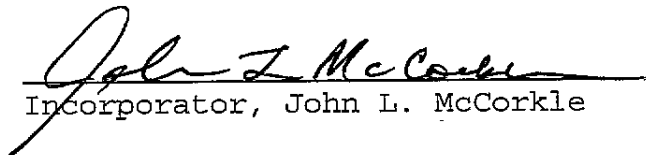
The Corporation shall have the right of first refusal to purchase shares of Stock that are the subject of a bona fide offer. No shareholder shall transfer his or her shares of Stock to any person, firm or corporation without affording the Corporation the right to purchase the Stock on the same terms and conditions as that made by any bona fide offeror. The person desiring to

transfer his or her shares shall notify the Corporation in writing and provide the Corporation with a copy of the written offer. The Corporation shall have 30 days to exercise its right of first refusal to accept the offer. The closing shall occur within 30 days of the Corporation's acceptance of the offer on the same terms and conditions of the offer.

ARTICLE XII

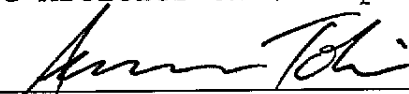
The corporation may purchase life insurance on the lives of its key officers and directors, with the proceeds to be paid to the corporation and to the heirs and assigns of the insureds as the Board of Directors of the Corporation may deem appropriate.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this 13th day of May, 1999.

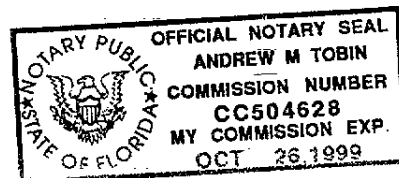

Incorporator, John L. McCorkle

STATE OF FLORIDA:
COUNTY OF MONROE:

I hereby certify that on this 13 day of May, 1999, before me, a Notary Public at large for the State of Florida, personally appeared JOHN L. MCCORKLE known to me to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.


NOTARY PUBLIC

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE -
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

MCDONALD'S AT TAVERNIER TOWNE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Tavernier, County of Monroe, State of Florida, has named JOHN L. MCCORKLE located at 91400 Overseas Highway, Tavernier, Monroe County, Florida 33070, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



JOHN L. MCCORKLE

Dated on May 13, 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 24 PM 4: 14

FILED