P95000031547

OFFICE OF
MARK L. ANGERT, P.A.

MARK L ANGERT
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SUITE 304
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FORT LAUDERDALE, FLORIDA 33308
BROWARD (305) 771-1171
FAX (305) 771-1358

April 17, 1995

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****122.50 ****122.50

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: FAT FREE BURGER CO., INC.

Dear Mr. Smith:

Enclosed please find the original Articles of Incorporation in connection with the above referenced matter.

I have enclosed a check in the amount of $122.50 to cover the cost of the filing fee for the Articles of Incorporation. I have also enclosed a self-addressed stamped envelope for the return of the Articles of Incorporation after filing of same.

Thank you for your cooperation in connection with this matter and should you have any questions, please do not hesitate to contact me.

Very truly yours,

MARK L. ANGERT
MLA/vn
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 18 PM 3:23

12/4/21

ARTICLES OF INCORPORATION

OF

FAT FREE BURGER CO., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be FAT FREE BURGER CO., INC., and the principal office of this corporation shall be 48 S.W. 16th Street, Dania, Florida 33004 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having One ($1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 48 S.W. 16th Street, Dania, Florida 33004 and the name of the initial registered agent of this corporation at that address is STEVE GARRETT.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of FAT FREE BURGERS, CO., INC., and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Directors, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name(s) and street address(es) of the initial member(s) of the Board of Director(s) are:

W. Steven Garrett
48 S.W. 16th Street
Dania, Florida 33004

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed are:

W. STEVEN GARRETT/PRESIDENT
48 S.W. 16th Street
Dania, Florida 33004

ARTICLE VIII. INCORPORATOR

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

STEVEN GARRETT
48 S.W. 16th Street
Dania, Florida 33004

ARTICLE IX. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X. INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or director, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI. INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII. AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner provided by the Florida Statutes.

ARTICLE XIII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or

transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XV. INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned agent of FAT FREE BURGER CO., INC., has hereunto set his hand and seal this 17th day of APRIL, 1995.

BY: STEVEN GARRETT
Its Agent, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared STEVEN GARRETT, the person described in and whose name is signed to the foregoing Certificate of Incorporation of FAT FREE BURGER CO. INC., and who is described in said Certificate as the incorporator of said corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 17 day of April, 1995.

Vicki November
NOTARY PUBLIC, STATE OF FLORIDA
Printed Name:

Personally Known: ✓ OR
Produced Identification: ___

Type of Identification _____

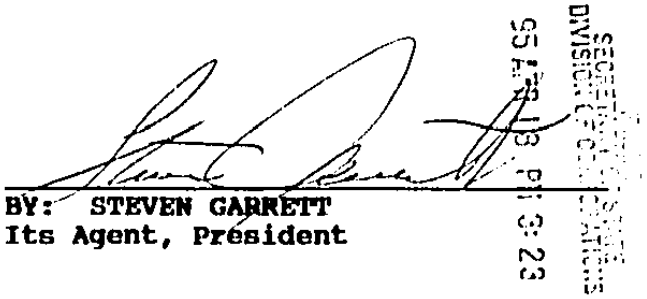
My Commission Expires:

VICKI NOVEMBER
MY COMMISSION EXPIRES
FEBRUARY 16, 1998
#CC 439435
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

FAT FREE BURGER CO., INC., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



BY: STEVEN GARRETT
Its Agent, President

P95000031547

MARK L. ANGERT, P.A.

MARK L. ANGERT
COUNSEL
STEVEN D. BRAVERMAN
IRVIN M. LASER
LEWIS S. RISLER

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FAX (305) 771-1358

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*****35.00 *****35.00

November 8, 1995

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **Fat Free Burger Co., Inc.**

Dear Mr. Smith:

Enclosed please find the following relative to the above-referenced matter:

1. Original and one copy of Amendment to Articles of Incorporation;

2. Self-addressed, stamped envelope;

3. Check in the amount of $35.00, representing your fee for filing the Amendment.

Kindly return a time-stamped copy to my office in the self-addressed, stamped envelope.

Thank you for your attention to this matter.

Very truly yours,

MARK L. ANGERT

MLA/sf
Enclosures

P95000031547

SH DEC - 8 1995

Amend.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 PM 4:04

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 28, 1995

MARK L. ANGERT, P.A.
2021 EAST COMMERCIAL BLVD.
SUITE 304
FT. LAUDERDALE, FL 33308

SUBJECT: FAT FREE BURGER CO., INC.
Ref. Number: P95000031547

We have received your document for FAT FREE BURGER CO., INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 995A0005,901

LAW OFFICES

MARK L. ANGERT, P.A.

MARK L. ANGERT

COUNSEL

STEVEN D. WAXMAN
IRVIN M. LADER
LEWIS S. KIMLER

PARKRIDGE PROFESSIONAL BUILDING
SUITE 304
2021 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
BROWARD (305) 771-1171
FAX: (305) 771-1358

December 4, 1995

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Steve Harris

Re: **Fat Free Burger Co., Inc.**

Dear Mr. Harris:

Pursuant to my secretary's conversation with you of this date, enclosed please find revised Amendment to Articles of Incorporation of the above-referenced Florida corporation.

You have previously received a check in the amount of $35.00 to cover the cost of filing the Amendment. I have enclosed the original and one copy of the Amendment, as well as a self-addressed, stamped envelope. Kindly return a time-stamped copy to my office.

Thank you for your attention to this matter.

Very truly yours,

MARK L. ANGERT

MLA/sf
Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION
OF FAT FREE BURGER CO., INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FAT FREE BURGER CO., INC., a Florida corporation, being Corporation Number P95000031547, hereby amends the Articles of Incorporation filed on April 21, 1995, as follows:

1. ARTICLE XIII - PRE-EMPTIVE RIGHTS shall be deleted in its entirety.

The Amendment was adopted by the Incorporators without shareholder action and shareholder action was not required.

The Amendment was adopted on November 9, 1995.

SIGNED AND SEALED this _____ day of NOVEMBER, 1995.

FAT FREE BURGER CO., INC.

BY: _____
W. STEVEN GARRETT
Incorporator

95 DEC -8 PM 4:04