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CORPORATION SERVICE COMPANY®

ACCOUNT NO. : 072100000032

REFERENCE : 644340 83487A

AUTHORIZATION : Patricia Fajt

COST LIMIT : $ 70.00

ORDER DATE : October 11, 2005

ORDER TIME : 9:19 AM

ORDER NO. : 644340-005

CUSTOMER NO: 83487A

DOMESTIC FILING

NAME: STARBURGER CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

STARBURGER CORP.

The undersigned, being over the age of eighteen (18) years and competent to contract, hereby present these Articles for the formation of a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of the corporation is **STARBURGER CORP.**

ARTICLE II

PURPOSES & POWERS

The general nature of the business or business to be transacted by this Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and to possess and exercise all the powers and privileges granted by the laws of the State of Florida and by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion, or attainment of the business or purposes of the corporation, including, without limitation:

1. To establish, purchase, lease, and otherwise acquire, maintain, and operate, sell, and equip restaurants, inns, taverns, cafes, grills, buffets, delicatessens, lunch rooms, catering establishments, concessions, and other eating and drinking places and other kind and nature or fast food business.

2. To enter into and perform all manner and kinds of contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision.

3. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store, or other facility.

4. To purchase, lease, or otherwise acquire, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell convey, exchange, option, subdivide, or otherwise dispose of real and personal property of every class and description and any estate or interest therein as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount or value, in any and all foreign countries, subject to the laws of any such state, districts, territories, or countries.

5. To promote and assist, financially or otherwise, corporations, firms, syndicates, associations, individuals, and others and to give any guaranty in connection therewith or otherwise for the payment of money or for the performance of any other undertaking or obligation.

6. To cause to be formed, merged, reorganized, or liquidated, and to promote, take charge of, and aid in any way permitted by law the formation, merger, liquidation, or reorganization of any corporation, association or organization of any kind, domestic or foreign; and to form, organize, promote, manage, control, and maintain, and to dissolve, merge, or consolidate one or more corporations, in the stock or other securities of which this corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of this Corporation.

7. To enter into partnership agreements and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of this Corporation.

8. To indorse or guarantee the payment of principal of, or interest on, bonds, notes, or other evidences of indebtedness or obligations, and to guarantee the performance of any other contracts or other undertakings in which the Corporation may otherwise be or become interested, or any corporation, association, partnership, firm, trustee, syndicate, individual, or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.

9. To acquire all or any part of the good will, rights, franchises, property, and business of any person, firm, association, or corporation engaged in any business, and to pay for it in cash or in stock or obligations of the Corporation or otherwise, and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in a lawful manner the whole or any part of the business thus acquired.

10. To undertake, contract for, or carry on any business incidental to or in aid of, or convenient or advantageous in pursuance of, any of the objects or purposes of the Corporation.

11. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The total number of shares of stock which the corporation shall have authority to issue is 50,000 shares of common stock of no par value.

ARTICLE IV

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE V

POST OFFICE ADDRESS

The principal office or place of business of the Corporation shall be 377 Alhambra Circle, Coral Gables, Florida 33134 or such other place as may be designated by the Board of Directors.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent for the corporation and the registered office for the Corporation are as follows:

John R. Guiteras
377 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be no less than one (1) nor more than five (5) as shall be from time to time determined by the Board of Directors. The initial Board of Directors shall consist of one (1) Director.

ARTICLE VIII

NAME AND ADDRESS OF DIRECTOR

The initial Director of the Corporation is:

John R. Guiteras
377 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE IX

NAME AND ADDRESS OF SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

John R. Guiteras
377 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE X

BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to repeal or change by the stockholders.

ARTICLE XI

INDEMNIFICATION

The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation pursuant to the provisions of Chapter 607.0850, Florida Statutes, as the same may by from to time amended.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for the uses and purposes aforesaid, this 10th day of October, 2005.

John R. Guiteras

STATE OF FLORIDA)
SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared JOHN R. GUITERAS to me well known to be the person described in and who subscribed to the above and foregoing Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid this 10th day of October, 2005.

NOTARY PUBLIC-STATE OF FLORIDA

Raquel Aedo
My Commission DD239235
Expires August 19, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **STARBURGER CORP.** desires to organize as a Corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Miami-Dade, State of Florida, and has named JOHN R. GUITERAS 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 accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office.

RESIDENT AGENT