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ACCOUNT NO. : 072100000032
REFERENCE : 924686 118289A
AUTHORIZATION : Patricia Pizute
COST LIMIT : \$ 78.75

ORDER DATE : December 8, 2000
ORDER TIME : 10:30 AM
ORDER NO. : 924686-005
CUSTOMER NO: 118289A

CUSTOMER: Leanna J. Gerken, Paralegal
Checkers Drive In Rest.

500003492035--0

Bldg 1
14255 49th St. N.
Clearwater, FL 33762

DOMESTIC FILING

NAME: RALLY'S ADVERTISING
COOPERATIVE ASSOCIATION OF
MEMPHIS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -8 PM 12:49

RECEIVED
00 DEC -8 AM 11:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 DEC -8 PM 12:49

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
RALLY'S ADVERTISING COOPERATIVE ASSOCIATION
OF MEMPHIS, INC.
A FLORIDA NONPROFIT CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. Name. The corporate name that satisfies the requirements of Section 617.0401 is: Rally's Advertising Cooperative Association of Memphis, Inc.

ARTICLE II. Principal Office. The principal place of business and the mailing address of this corporation is:

Rally's Advertising Cooperative Association of Memphis, Inc.
Mr. Rich Turer, President
14255 49th Street North, Building 1
Clearwater, Florida 33762

ARTICLE III. Purpose. The specific purpose for which the corporation is organized is to promote and further the interests of the operators of Rally's Restaurants in the Memphis, Tennessee area through broadcast and other media.

ARTICLE IV. Manner of Election of Directors. The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than three (3).

ARTICLE V. Initial Registered Agent and Street Address. The street address and name of the initial registered office of the corporation is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

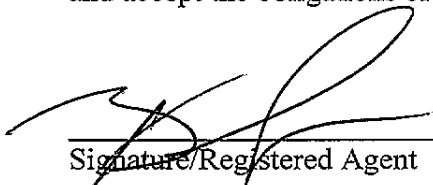
ARTICLE VI. Incorporator. The name and address of the Incorporator to these Articles of Incorporation is:

Brian R. Doster, Esquire
Checkers Drive-In Restaurants, Inc.
14255 49th Street North, Bldg. 1
Clearwater, Florida 33762

Brian R Doster
Signature/Incorporator

12/7/00
Date

Having been named as registered agent and to accept service of process for the above state 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.



Signature/Registered Agent

12/8/2000

Date

BRIAN COURTNEY, ASST. V.P.

FILED
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DIVISION OF CORPORATIONS
00 DEC -8 PM 12:49