



NO1000003188

ACCOUNT NO. : 072100000032
REFERENCE : 140940 118289A
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

2001 MAY -7 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : May 7, 2001

ORDER TIME : 10:31 AM

ORDER NO. : 140940-005

CUSTOMER NO: 118289A

9000004139029--B

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

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

DOMESTIC FILING

NAME: RALLY'S ADVERTISING
COOPERATIVE ASSOCIATION
OF TOLEDO, 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:

RECEIVED
01 MAY -7 AM 11:24
DIVISION OF CORPORATION

5/7/01

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

2001 MAY -7 PM 2:46

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 Toledo, Inc.

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

Rally's Advertising Cooperative Association of Toledo, Inc.
14255 49th Street North, Bldg. 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 Toledo, Ohio 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.

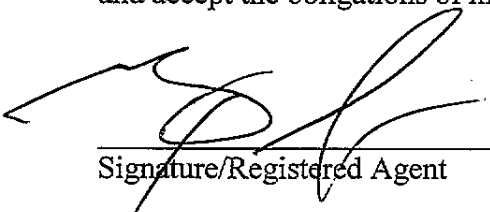
ARTICLE VI. Incorporator. The name and address of the Incorporator to these Articles of Incorporation is:

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

Brian R. Doster
Signature/Incorporator

5/3/01
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

Date

5/7/01

BRIAN COURTNEY, ASST. V.P.

FILED
2001 MAY - 7 PM 2:46
SEC. OF STATE
TALLAHASSEE FLORIDA