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KANOUSE AND WALKER

Division of Corporations

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## Florida Department of State

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Account Number : 105503003644

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## FLORIDA NON-PROFIT CORPORATION

### AFC Franchisee Association

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Per BC 11/14/02

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**ARTICLES OF INCORPORATION  
OF  
AFC FRANCHISEE ASSOCIATION, INC.**

**Article I - Name**

The name of the Corporation is AFC Franchisee Association, Inc.

**Article II - Address**

The principal place of business and mailing address of the Corporation is:

c/o Myitzu Soe, President  
5571 N. Winston Park Blvd. #108  
Coconut Creek, FL 33073

**Article III - Purpose**

The Corporation is organized for the purpose of being the independent franchisee association for franchisees of Advanced Fresh Concepts Corp. and transacting any and all other lawful business.

**Article IV - Board of Directors**

The Corporation shall have a minimum of 3 directors and not more than 7 directors. All directors must be members of the Corporation. The number of directors may be either increased or diminished by the Bylaws but will never be fewer than 3. The directors will serve 2-year staggered terms and be elected at the annual meeting of the members as set forth in the Bylaws. The names and address of the initial directors are:

Myitzu Soe  
5571 N. Winston Park Blvd. #108  
Coconut Creek, FL 33073

S Be Sie  
2000 N. Meridien Road, #32  
Tallahassee, FL 32303

Myat Moe  
7830 Aquarius Circle South  
Jacksonville, FL 32216

Linda Thazin Thein  
1302 Arapaho Street  
Jupiter, FL 33458

Thet Thet Oo  
7116 SW 81<sup>st</sup> Drive  
Gainesville, FL 32303

Daniel Nay Hlaing  
1406 NW 117<sup>th</sup> Terrace  
Gainesville, FL 32606

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**Article V - Members**

All franchisees of Advanced Fresh Concepts Corp. automatically become members of the corporation upon signing a franchise agreement. Membership is terminated when the franchise relationship is terminated. A buyer of an existing AFC franchise becomes a member upon assuming the seller's franchise agreement or by signing a new franchise agreement. The seller ceases to be a member.

**Article VI - Initial Registered Office and Agent**

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

Merrill A. Bookstein  
2499 Glades Road  
Suite 105  
Boca Raton, FL 33431-7260

**Article VII - Incorporator**

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place, Suite 324 Atrium  
2255 Glades Road  
Boca Raton, FL 33431

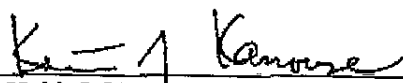
**Article VIII- Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this revision.

**Article IX - Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the members or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the members if the members specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on August 1, 2002.

  
Keith J. Kanouse, Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 507.0501 of the Florida Statutes, the undersigned corporation not for profit, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

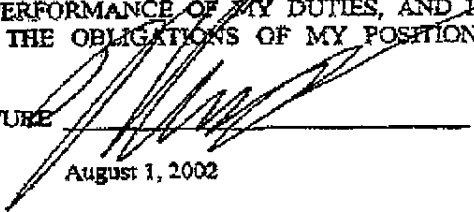
1. The name of the corporation is AFC Franchisee Association, Inc.
2. The name and address of the registered agent and office are:

Merrill A. Bookstein  
2499 Glades Road  
Suite 308  
Boca Raton, FL 33431-7260

SIGNATURE   
TITLE Incorporator  
DATE August 1, 2002

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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   
DATE August 1, 2002

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