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CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 938975 118289A

AUTHORIZATION :

Patricia Figueira

COST LIMIT : \$ 78.75

ORDER DATE : February 21, 2003

ORDER TIME : 10:42 AM

ORDER NO. : 938975-005

CUSTOMER NO: 118289A

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

Suite 600
4300 West Cypress Street
Tampa, FL 33607

DOMESTIC FILING

NAME: CHECKERS ADVERTISING
COOPERATIVE ASSOCIATION OF
PHILADELPHIA, 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: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
CHECKERS ADVERTISING COOPERATIVE ASSOCIATION
OF PHILADELPHIA, INC.
A FLORIDA NONPROFIT CORPORATION

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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: Checkers Advertising Cooperative Association of Philadelphia, Inc.

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

Checkers Advertising Cooperative Association of Philadelphia, Inc.
Joseph Gatas, President
4300 West Cypress Street, Suite 600
Tampa, Florida 33607

ARTICLE III. Purpose. The specific purpose for which the corporation is organized is to promote and further the interests of the operators of Checkers and Rally's Restaurants in the Philadelphia, Pennsylvania 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.
4300 West Cypress Street, Suite 600
Tampa, Florida 33607

Brian R. Doster
Signature/Incorporator

2/19/03
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

Brian Courtney
Asst. V. Pres.

Date

2/01/05

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