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Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FOWLER WHITE BOGGS BANKER, P.A.  
Account Number : I20010000243  
Phone : (239) 334-7892  
Fax Number : (239) 334-3240

EFFECTIVE DATE  
01-01-04

**FLORIDA NON-PROFIT CORPORATION**

**Southwest McDonald's Marketing Association, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 03      |
| Estimated Charge      | \$78.75 |

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ARTICLES OF INCORPORATION  
OF  
SOUTHWEST MCDONALD'S MARKETING ASSOCIATION, INC.

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The undersigned, acting as the incorporator of this not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") of such Corporation, which is hereinafter referred to as the Association.

ARTICLE I  
NAME

The name of the Association shall be:

SOUTHWEST MCDONALD'S MARKETING ASSOCIATION, INC.

ARTICLE II  
EFFECTIVE DATE; DURATION

The Association's existence shall be effective as of January 1, 2004. The term of existence shall be perpetual.

ARTICLE III  
PRINCIPAL OFFICE

EFFECTIVE DATE  
01-01-04

The principal place of business and the mailing address of this Association shall be:

1023 5<sup>th</sup> Avenue North  
Naples, FL 34102

ARTICLE IV  
PURPOSES

The purposes for which the Association is organized are:

to promote and further the interests of operators of McDonald's Restaurants in the Southwest Florida area through advertising media, public relations, any other promotional media, trade research, quality control, centralized purchasing and other internal efficiencies; through the stimulation of sales, and of recognition through increased public exposure to the McDonald's Restaurants and their products; and through the development of methods for improved quality control, the reduction of purchase prices through encouraging and developing purchase channels and bulk purchasing, production and marketing analysis, the pursuit of other internal efficiencies and increased profitability, and all other reasonable related purposes.

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ARTICLE V  
BOARD OF DIRECTORS AND MANNER OF ELECTION

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the Association.

ARTICLE VI  
INITIAL REGISTERED AGENT

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


| <u>Name</u>        | <u>Address</u>  |
|--------------------|---|
| Thomas F. O'Reilly | 1023 5 <sup>th</sup> Avenue North<br>Naples, FL 34102 |

who upon accepting this designation agrees to comply with the provisions of Sections 48.091, 617.0501 and 617.0503, Florida Statutes, with respect to service of process.

ARTICLE VII  
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

| <u>Name</u>        | <u>Address</u>  |
|--------------------|---|
| Thomas F. O'Reilly | 1023 5 <sup>th</sup> Avenue North<br>Naples, FL 34102 |

By:   
Thomas F. O'Reilly, Incorporator

Date: November 14, 2003

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DESIGNATION AND ACCEPTANCE OF  
REGISTERED AGENT OF  
SOUTHWEST MCDONALD'S MARKETING ASSOCIATION, INC.

The undersigned, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By:   
Thomas F. O'Reilly, Registered Agent

Date: November 14, 2003

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