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THOMSON MURARO

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Division of Corporations

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From:

Account Name : THOMSON MURARO RAZOOK & HUNT, P.A.

Account Number : 102556003002

Phone : (305) 350-7200

Fax Number : (305) 374-1005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

South Florida McDonald's Marketing Association, Inc.

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3 pages

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**AFFIDAVIT OF NO REVOCATION
AND NAME USE AUTHORIZATION**

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Jimmie Dresnick, being duly sworn hereby deposes and says:

1. I am the President of South Florida McDonald's Marketing Association, Inc., a profit corporation incorporated on January 5, 1995 under Document No. P9500000986 (the "1995 Corporation").

2. We are herewith submitting for filing Articles of Dissolution for the 1995 Corporation, to be effective as of December 31, 1998.

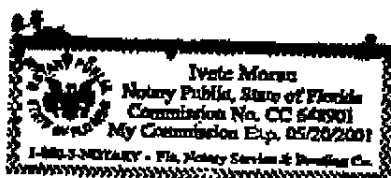
3. We are also submitting herewith the Articles of Incorporation of a new not-for-profit corporation that will use the same name as the 1995 corporation, South Florida McDonald's Marketing Association, Inc., to be filed with the Florida Secretary of State effective as of January 1, 1999 (the "1999 Corporation").

4. This Affidavit shall serve as the authorization of the 1995 Corporation for the use of the name by the 1999 Corporation; the 1995 Corporation hereby releases the name to be used by the 1999 corporation, a new separate corporation.

5. The 1995 Corporation has no intent, and hereby waives any right, to revoke the voluntary dissolution.


Jimmie Dresnick

SWORN AND SUBSCRIBED TO before me this 29 day of December, 1998 by Jimmie Dresnick, who X (a) is personally known to me, or _____ (b) has produced _____ as identification.




Notary Public / State of Florida

Fax Audit No. H98000024037 7

EFFECTIVE DATE

1-1-99

**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA MCDONALD'S MARKETING ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I - NAME

The name of this Corporation is South Florida McDonald's Marketing Association, Inc.

ARTICLE II - ADDRESS

The initial street address of the principal office and the mailing address of the Corporation shall be 10951 N. W. Third Street, Coral Springs, Florida 33071-8117.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized is to promote and further interests of operators of McDonald's Restaurants in the State of Florida through advertising media, public relations, and 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 reasonably related purposes.

ARTICLE IV - ELECTION OF DIRECTORS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 1700 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of the Corporation at such office shall be Brian A. Hart, 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 maintaining a registered agent and a registered office for service of process.

Brian A. Hart
Florida Bar No. 259632
Thomson Muraro Razook & Hart, P.A.
1700 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
(305) 350-7200

Fax Audit No. H98000024037 7**ARTICLE VI - INCORPORATOR**

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

NameAddress

Brenda Wells

10951 N. W. Third Street
Coral Springs, Florida 33071-8117**ARTICLE IX - EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of January 1, 1999.


Brenda Wells - Incorporator**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been appointed as registered agent to accept service of process for South Florida McDonald's Marketing Association, Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agree to comply with the provisions, of Sections 48.091, 617.0501 and 617.0503, Florida Statutes.


Brian A. Hart - Registered Agent

Brian A. Hart
Florida Bar No. 228632
Thomson Muraro Razook & Hart, P.A.
1700 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131
(305) 350-7200

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