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ACCOUNT NO. : 072100000032

REFERENCE : 687721 4363340

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : May 5, 2000

ORDER TIME : 2:28 PM

ORDER NO. : 687721-005

900003241529--2

CUSTOMER NO: 4363340

CUSTOMER: Lourdes M. Marrero, Legal Asst
WEISENFELD & ASSOCIATES
WEISENFELD & ASSOCIATES
Suite 1120
550 Biltmore Way
Miami, FL 33134

DOMESTIC FILING

NAME: AREA PARTNERS, INC,

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -5 PM 4:14

RECEIVED
00 MAY -5 PM 2:55
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -5 PM 4: 14

ARTICLES OF INCORPORATION
OF
AREA PARTNERS, INC,

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AREA PARTNERS, INC,

The address of the principal office of this corporation shall be 550 Biltmore Way, Suite 1120, Coral Gables, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. This corporation will function as area director in connection with restaurant franchises.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ricardo Warman	550 Biltmore Way, Suite 1120
Pres./Sec/Dir.	Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -5 PM 4: 14

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on May 5, 2000.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Its Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Its Agent, Deborah D. Skipper

CHS/ebc