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Division of Corporations

BTZIN, SUMBERG, ET. AL

TEL: 305-374-7593

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Florida Department of State
Division of Corporations
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From:

Account Name : BTZIN, SUMBERG DUNN PRICE & AXTRROD LLP
Account Number : 075350000132
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FLORIDA PROFIT CORPORATION OR P.A.

F&F Restaurant Corporation

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Fax Audit No. H00-43414

ARTICLES OF INCORPORATION
OF
F&F RESTAURANT CORPORATION

ARTICLE I -- NAME

The name of this corporation is F&F RESTAURANT CORPORATION.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

1494 Lantana Court
Weston, Florida 33326.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of operating, and transacting any or all lawful business in connection with, a Chicken Kitchen Corporation franchised business(es) and any and all things incidental or related thereto.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1494 Lantana Court
Weston, Florida 33326;

and the name and address of the initial registered agent of this corporation are:

Name

Address

Stephen B. Ferber

1494 Lantana Court
Weston, Florida 33326.

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Stephen B. Ferber	1494 Lantana Court Weston, Florida 33326
Andrew S. Fuhrman	3694 Vista Way Weston, Florida 33331.

ARTICLE VIII -- INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Stephen B. Ferber	1494 Lantana Court Weston, Florida 33326.

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ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

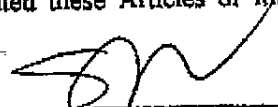
ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator as of the 17th day of AUGUST, 2000.



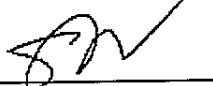
Stephen B. Ferber, Incorporator

Tax Audit No. H00-43414

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of AUGUST 17th, 2000.



Stephen B. Ferber

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