

P00000112416

William R. H. Broome, P.A.
Attorney at Law
Suite 202
Commerce Pointe
1818 Australian Avenue South
West Palm Beach, Florida 33409

William R. H. Broome

Telephone (561) 689-5011
Facsimile (561) 689-6820

FILED
00 DEC -4 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 30, 2000

EFFECTIVE DATE
11-30-00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

~~SECRETARY OF STATE~~

500003485285--0
-12/04/00--01126--008
*****78.75 *****78.75

Re: ZERO'S OF VERO BEACH, INC.

Ladies and Gentlemen:

Enclosed you will find original Articles of Incorporation of ZERO'S OF VERO BEACH, INC., together with a check for the following items:

1. Filing Articles	\$ 35.00
2. Furnishing certified copy of Articles	8.75
3. Filing Designation of Registered Agent	<u>35.00</u>
TOTAL	\$ 78.75

Kindly file the Articles and furnish certified copies of the Articles and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



William R. H. Broome

WRHB/cdh

Enclosures

12-7

ARTICLES OF INCORPORATION
OF
ZERO'S OF VERO BEACH, INC.

FILED
00 DEC -4 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be ZERO'S OF VERO BEACH,
INC.

ARTICLE II

EFFECTIVE DATE

11-30-00

GENERAL NATURE OF BUSINESS

This corporation is hereby authorized to carry on and license
and authorize others to carry on all or any part of the several
businesses enumerated in this Article, to-wit:

The corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida; further without limitation;

To conduct all phases of business related to the
establishment, development and operation of franchise fast-food
restaurants, but also with authority to purchase, sell, lease and
otherwise deal in and with, in any manner whatsoever, all types of
property, real, personal, fixtures, equipment and all varieties of
inventory, supplies, and all other types of commerce.

The objects and purposes specified herein shall be regarded as
independent objects and purposes, and, except where otherwise
expressed, shall be in no way limited or restricted by reference to
or inference from the terms of any other clause or paragraphs of

these Articles of Incorporation. .

The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general power conferred on this corporation by the laws of Florida.

The corporation is specifically permitted to engage in any legal business in any other state as well as the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) SHARES without par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence, which existence shall commence on the date on which these Articles are subscribed and acknowledged, unless the Articles are not filed with the Department of State within five (5) days thereafter, in which case such existence shall commence upon filing.

ARTICLE VI

PRINCIPAL OFFICE

The principal office and place of business of this corporation

shall be located at 1679 Flagler Parkway, West Palm Beach, FL, 33411, with the privilege of establishing offices and places of business at other places in the state of Florida or the United States of America or abroad.

ARTICLE VII

DIRECTORS

Directors need not be residents of the state of Florida or stockholders of the corporation. The number of directors may be increased by bylaw adopted by the shareholders, but may not be diminished to a number less than three (3).

ARTICLE VIII

INCORPORATOR

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

William R. H. Broome
1818 Australian Avenue South
Suite 202
West Palm Beach, FL 33409

ARTICLE IX

PREEMPTIVE RIGHTS

Shareholders shall have preemptive right to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the corporation, initially, shall be WILLIAM R. H. BROOME, 1818 Australian Avenue South, Suite 202, West

Palm Beach, Florida, 33409.

IN WITNESS WHEREOF, the above named incorporator has hereunto
set his hand and seal this 30th day of November, 2000.

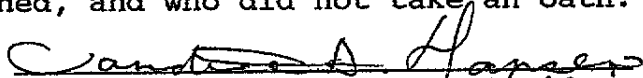


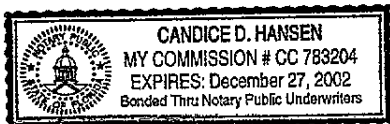
William R. H. Broome

FILED
00 DEC 4 PM 4:06
SEAL
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY, that on this 30th day of November,
2000, WILLIAM R. H. BROOME appeared before me, who is personally
known to me, who executed the foregoing Articles of Incorporation
for the purposes therein mentioned, and who did not take an oath.


Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered
agent and agrees to comply with the provisions of the laws of
Florida, including section 48.091, Florida Statutes, providing for
the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations
of the position of registered agent

November 30, 2000
Date


William R. H. Broome