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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 972128 4320229

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 22, 2001

ORDER TIME : 1:59 PM

ORDER NO. : 972128-005

CUSTOMER NO: 4320229

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-01/23/01--01001--004
*****87.50 *****87.50

CUSTOMER: Ms. Ralphaelita Upshaw
Kilpatrick Stockton, LLP

Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

DOMESTIC FILING

NAME: R-MACS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 22 PM 3:35

RECEIVED
01 JAN 22 PM 5:15
DIVISION OF CORPORATIONS
SECTION

ARTICLES OF INCORPORATION

OF

R-MACS, INC.

FILED
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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I.

The corporate name for the corporation (hereinafter called the "corporation") is R-Macs, Inc.

ARTICLE II.

The street address, wherever located, of the principal office of the corporation is 1001 University Boulevard, Jacksonville, Florida 32211.

ARTICLE III.

The purpose of the Company shall be to operate a quick service restaurant.

ARTICLE IV.

The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$1.00 each and are the same class and are common shares.

ARTICLE V.

The street address of the registered office of the corporation is 1001 University Boulevard, Duval County, Jacksonville, Florida 32211-5531. The name of the registered agent of the corporation at the registered office is Rebecca L. Schroff.

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI.

The name and the address of the sole incorporator is:

Kelli Taylor
Kilpatrick Stockton LLP
1100 Peachtree Street NE, Suite 2800
Atlanta, Georgia 30309

ARTICLE VII.

The duration of the corporation shall be perpetual.

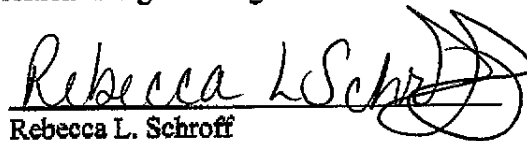
ARTICLE VIII.

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, the undersigned incorporator and registered agent of the corporation have executed these Articles of Incorporation on this 18th day of January, 2001.

Kelli Taylor
Kelli Taylor, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Rebecca L. Schreff

Date: January 18, 2001

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