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EXPRESS CORPORATE FILING SERVICE INC.
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-11/26/01--01019--015
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Restaurant Corporation of America, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
01 NOV 26 AM 11:02
DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
01 NOV 26 PM 12:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten Signature]
11/26

Examiner's Initials

ARTICLES OF INCORPORATION
OF —
RESTAURANT CORPORATION OF AMERICA, INC.

FILED
01 NOV 26 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RESTAURANT CORPORATION OF AMERICA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - ADDRESS

The mailing address of the corporation is 1575 N. W. 14th Street, Miami, Florida 33125.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue Sixty (60) shares of NO par value common stock, which shall be designated "Common Stock".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 1575 N. W. 14th Street, Miami, Florida 33125 and the name of the initial registered agent of this corporation is AARON AABA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than ONE.

The name and address of the initial director of this corporation is:

AARON AABA 1575 N.W. 14th Street, Miami, FL 33125

ARTICLE IX - INDEMNIFICATION


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person signing these articles is:

AARON AABA 1575 N.W. 14th Street, Miami, FL 33125

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 21 day of NOV., 2001



AARON AABA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE EFFECTIVE

In compliance with Section 607.0501 of the Florida Statutes, the following is submitted:

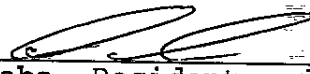
RESTAURANT CORPORATION OF AMERICA, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade, State of Florida, has named **AARON AABA** located at 1575 N.W. 14th Street, City of Miami, County of Miami-Dade, State of Florida 33125 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree 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.

DATED this 21 day of November, 2001.



Aaron Aaba, Resident and Registered Agent

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA