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AUGUST & POHLIG, P.A.

ATTORNEYS AT LAW

201 ALHAMBRA CIRCLE

SUITE 711

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 441-1770

TELECOMMER (305) 441-1413

January 30, 1995

SAFES - 1 PM 2:27

FILED
JAN 31 1995
TALLAHASSEE, FL

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

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****122.50 ****122.50

RE: WESTON RESTAURANTS CORPORATION

Ladies and Gentlemen:

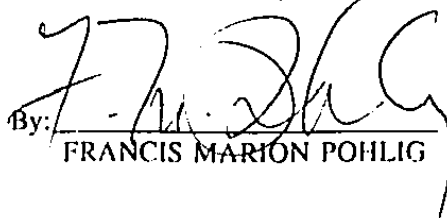
Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with our check in the amount of One Hundred Twenty-Two Dollars and 50/100 (\$122.50) representing:

Filing Fee	\$ 35.00
One (1) Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

We trust the enclosed is in good order, but if there are any questions, please do not hesitate to contact the undersigned.

Very truly yours,

AUGUST & POHLIG, P.A.

By: 
FRANCIS MARION POHLIG

FMP/sas
Enclosures

95103

ARTICLES OF INCORPORATION
OF
"WESTON RESTAURANTS CORPORATION"

FILED
SECRETARY OF STATE
CORPORATION DIVISION
SEPTEMBER 1 PM 2:27

ARTICLE I - NAME

The name of this corporation is WESTON RESTAURANTS CORPORATION.

ARTICLE II - DURATION

The effective date of corporate existence shall begin upon filing these Articles with the Florida Department of State. This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any lawful activity or business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL OFFICE

The principal office and mailing address of the corporation shall be at Suite 711 SunBank Plaza, 201 Alhambra Circle, Coral Gables, Florida 33134, or such other location as the Board of Directors may designate.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Suite 711 SunBank Plaza, 201 Alhambra Circle, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is ZERO 34 REGISTRATION CORP.

ARTICLE VII - 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, in accordance with the by-laws but shall never be less than one (1).

ARTICLE VIII - INCORPORATOR

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

FRANCIS M. POHLIG	Suite 711 SunBank Plaza
	201 Alhambra Circle
	Coral Gables, FL 33134

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer, director, employee, or agent of the corporation, or any former officer, director, employee, or agent of the corporation, to the fullest extent permitted by law.

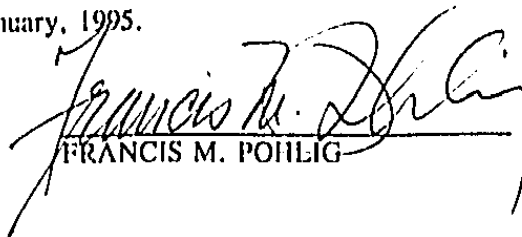
ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects not to have preemptive rights.

ARTICLE XII - AMENDMENTS

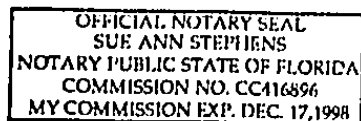
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereof, in the manner now or hereafter prescribed by the Florida Business Corporation act and any right conferred upon the shareholders is subject to this reservation.

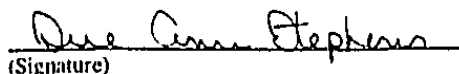
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 30 day of January, 1995.


FRANCIS M. POHLIG

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 30 day of January, 1995, by FRANCIS M. POHLIG, who is personally known to me.




(Signature)

Sue Ann Stephens
(Printed Name)

Notary Public, State of Florida
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

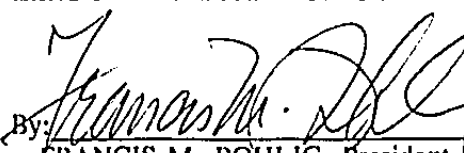
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, WESTON RESTAURANTS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, at the City of Coral Gables, County of Dade, State of Florida, has named ZERO 34 REGISTRATION CORP., located at Suite 711 SunBank Plaza, 201 Alhambra Circle, Coral Gables, FL 33134, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

ZERO 34 REGISTRATION CORP.

By: 
FRANCIS M. POHLIG, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -1 PM 2:27

AUGUST & POHLIG, P.A.

ATTORNEYS AT LAW

201 ALHAMBRA CIRCLE

SUITE 711

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 441-1770

TELECOPIER (305) 441-1413

August 29, 1995

P95000009553

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

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-09/01/95--01009--006
*****87.50 *****87.50

RE: WESTON RESTAURANTS CORPORATION

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above referenced corporation, together with our check in the following amount:

Filing Fee	\$35.00
One (1) Certified Copy	<u>52.50</u>
	\$87.50

We trust the enclosed is in good order, but if there are any questions, please do not hesitate to contact the undersigned.

Very truly yours,

AUGUST & POHLIG, P.A.

By:

FRANCIS MARION POHLIG

FMP/sas
Enclosure

95103

FILED
STATE
SECRETARY OF
DIVISION OF
CORPORATIONS
95 AUG 31 AM 9:15

TLL SEP 5 1995

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
WESTON RESTAURANTS CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 31 AM 9:45

Pursuant to the provisions of §607.1005 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article I of the Articles of Incorporation is changed to delete the name WESTON RESTAURANTS CORPORATION.

2. Article I of the Articles of Incorporation is amended to read as follows:

The name of this corporation is BARRINGTON-
MAZZEO RESTAURANTS, INC.

3. Article III of the Articles of Incorporation is amended to read as follows:

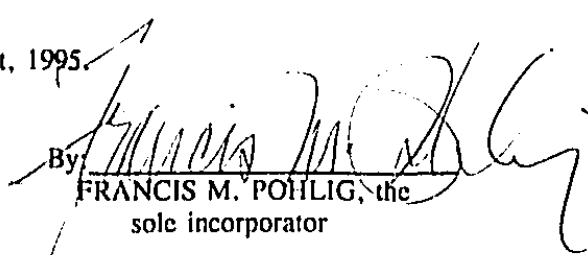
This corporation is a single purpose corporation
formed solely for the purpose of operating Burger
King restaurants.

3. The Amendments were adopted on the 29th day of August, 1995.

4. There is only one class of stock or voting group and the corporation has not yet issued shares.

The Amendments were adopted by all the incorporators pursuant to §607.1005, Florida Business Corporation Act.

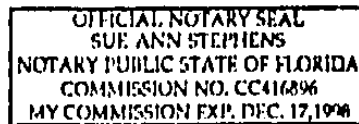
DATED the 29th day of August, 1995.

By 
FRANCIS M. POHLIG, the
sole incorporator

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

THE FOREGOING ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION were sworn to and subscribed before me on this 29 day of August, 1995.

by FRANCIS M. POHLIG, as the sole incorporator of BARRINGTON-MAZZEO RESTAURANTS, INC., a Florida corporation, on behalf of said corporation. He is personally known to me.



Sue Ann Stephens
(Signature)

Sue Ann Stephens
(Printed Name)

Notary Public, State of Florida

My commission expires: