

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 374-3250

TELECOPIER
(305) 374-7632

P95000010219

FILED
FEB 2 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

RECEIVED
FEB 2 1995
TALLAHASSEE, FLORIDA

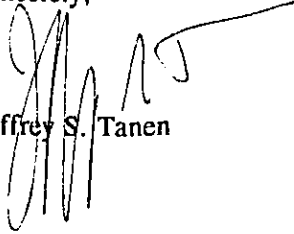
RE: AJR INDUSTRIES, INC.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with our check in the sum of \$122.50 for filing same.

Please return the filed articles to us in the enclosed pre-paid federal express package as quickly as possible. Thank you.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosures
(junior@l-sec.state.fl)

H. 51 1995

ARTICLES OF INCORPORATION
OF
AJR INDUSTRIES, INC.

ARTICLE I
Name of Corporation

The name of this corporation is AJR INDUSTRIES, INC.

ARTICLE II
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV
Principal Place of Business

The address of the principal place of business of this corporation is One Biscayne Tower, Suite 3250, 2 S. Biscayne Boulevard, Miami, FL 33131.

ARTICLE V
Registered Office

The address of the initial registered office of the corporation is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

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95 FEB 3 PM 2:38
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ARTICLE VII
Directors

This corporation shall have not less than one director. The name and address of the initial director of this corporation is:

Jeffrey S. Tanen
Goldstein & Tanen, P.A.
Suite 3250, One Biscayne Tower
2. S. Biscayne Boulevard
Miami, FL 33131

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

ARTICLE VIII
Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Twenty-Five Million (25,000,000) Shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follows:

Jeffrey S. Tanen, Esquire
One Biscayne Tower, Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131

ARTICLE X
Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or

transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of February, 1995.

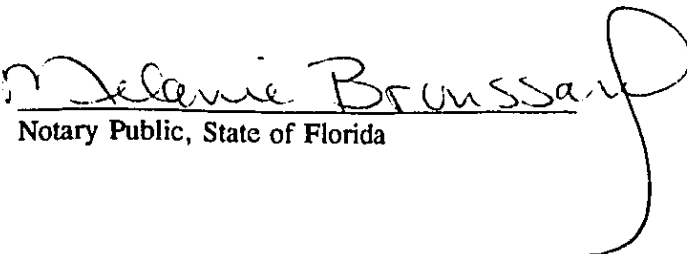


Jeffrey S. Tanen, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

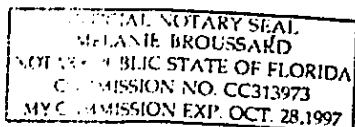
BEFORE ME, the undersigned authority, this day personally appeared Jeffrey S. Tanen, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 1st day of February, 1995.



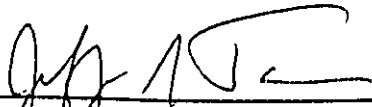
Notary Public, State of Florida

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.



Jeffrey S. Tanen
Registered Agent

JUNIOR\articles.mjb

95 FEB -3 PM 2:36
FILED
TALLAHASSEE, FLORIDA

P95000010219

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33101
(305) 374-3250
TELECOPIER
(305) 374-7632

September 6, 1995

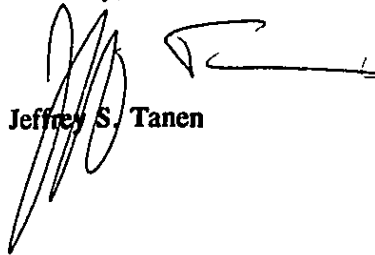
Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

RE: AJR Industries, Inc. Name Change to
Miami Franchise Development Corp.

Dear Sir:

Enclosed is our check in the sum of \$35.00 for filing the enclosed Articles of Amendment to Articles of Incorporation of the captioned corporation. Also enclosed is a self-addressed, stamped envelope for returning a filed copy of same.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosure
tanenpropfbinc11-sectstate.amd

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NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -8 AM 9:04

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AJR INDUSTRIES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The name of the corporation is hereby changed to

MIAMI FRANCHISE DEVELOPMENT CORP.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 23, 1995.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

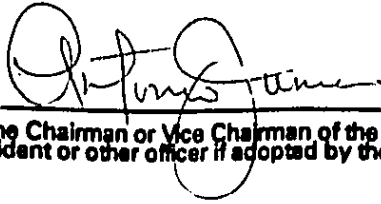
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 8 AM 04

(continued)

Signed this 23rd day of August, 19 95.

Signature



(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Antonio Junior

Typed or printed name

President

Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 8 AM 9: 04

P95000010219

GOLDSTEIN & TANEN, P.A.
ATTORNEYS

SUITE 3250 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33101
(305) 374-3250

TELECOPIER
(305) 374-7632

June 11, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

800001861308
-06/13/96--01035--005
*****35.00 *****35.00


RE: Miami Franchise Development Corp.

Dear Sir:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation for the captioned matter along with our check in the sum of \$35.00 for filing same.

Please return the filed articles to us in the enclosed envelope as quickly as possible.
Thank you.

Sincerely,


Melanie Broussard
Secretary to
Jeffrey S. Tanen

/mjb
Enclosures
junior1-secstate.smd

SH 7/17
Amend.

FILED
96 JUL 15 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1996

Melanie Broussard
Goldstein & Tanen, P.A.
Two S. Biscayne Blvd., Suite 3250
Miami, FL 33131

SUBJECT: MIAMI FRANCHISE DEVELOPMENT CORP.
Ref. Number: P95000010219

We have received your document for MIAMI FRANCHISE DEVELOPMENT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00030391



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 8, 1996

Melanie Broussard
Goldstein & Tanen, P.A.
Two S. Biscayne Blvd., Suite 3250
Miami, FL 33131

SUBJECT: MIAMI FRANCHISE DEVELOPMENT CORP.
Ref. Number: P95000010219

We have received your document for MIAMI FRANCHISE DEVELOPMENT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 896A00033166

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MIAMI FRANCHISE DEVELOPMENT CORP.

FILED
96 JUL 15 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VIII - Capital Stock is hereby restated:

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seventy-Five Hundred (7,500) Shares of Common Stock at \$1.00 par value. Each shareholder shall be entitled to one (1) vote for each share of stock owned.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

none

THIRD: The date of each amendment's adoption: June 28, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

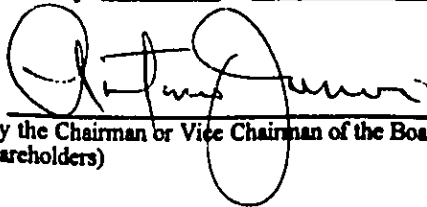
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 28th of June, 19 96.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Antonio Junior

Typed or printed name

President

Title

P95000010219

NOV-26-1996 16:24 P.81

8 4:03 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000016755 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIAMI FRANCHISE DEVELOPMENT CORP.
AUDIT NUMBER.....H96000016755
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 4
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Tampa*

96 NOV 27 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

196000016755

Florida Department of State, Sandra S. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

I, ANTONIO JUNIOR, hereby resign as TREASURER, SECRETARY
(T/S)
of MIAMI FRANCHISE DEVELOPMENT CORP. PA3000010219
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.

[Signature]
(Signature of resigning officer/director)

FILED
96 NOV 27 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Willie Barnett, CPA
6142 Miramar Pkwy # C
Miramar, FL 33023
(954) 964.8293

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

196000016755

496000016755

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA)
SS
COUNTY OF DADE)

I, ANTONIO JUNIOR, after being duly sworn, do depose and state that to the best of my knowledge, information and belief, and under penalties of perjury, the following is true and correct:

I, ANTONIO JUNIOR, herein resign as an officer and/or director of Miami Franchise Development Corp., a Florida Corporation.

That the corporation has been notified in writing of the resignation.

[Handwritten signature of Antonio Junior]
Antonio Junior

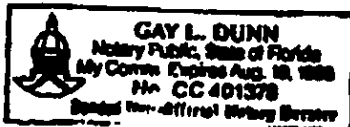
The foregoing instrument was acknowledged before me on February 22, 1996, by ANTONIO JUNIOR, who is personally known to me or who has produced Florida Drivers License as identification and who did not take an oath.

(SEAL)

[Handwritten signature of Gay L. Dunn]
NOTARY PUBLIC, State of Florida

Commission Number: CC401378

Gay L. Dunn
(Name of Notary typed, printed or stamped)



496000016755

H96000016755

CORPORATE RESOLUTION
OF
MIAMI FRANCHISE DEVELOPMENT CORP.

After proper notice, a duly constituted meeting of the Shareholders of MIAMI FRANCHISE DEVELOPMENT CORP., was held on February 22, 1996, at which time the Shareholders voted on the following resolutions:

RESOLVED, that the resignation of ANTONIO JUNIOR, as director, president, treasurer and secretary, is hereby accepted on February 22, 1996, the original Affidavit of Resignation of Officer and/or Director is attached to these Minutes;

FURTHER RESOLVED that ANTONIO JUNIOR transferred all of his fifty (50) issued shares of MIAMI FRANCHISE DEVELOPMENT CORP. to WILLIE BARNETT on February 20, 1996.

FURTHER RESOLVED that WILLIE BARNETT was voted in as the new president, secretary, treasurer and director of the corporation effective February 22, 1996.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Shareholders of MIAMI FRANCHISE DEVELOPMENT CORP., this 22 day of February, 1996.

BY: 

ANTONIO JUNIOR, Sole
Shareholder

H96000016755