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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-

CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000002118))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: YATES, INC.

FAX AUDIT NUMBER: H95000002118

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2/23 W95-4138
Person Sign must
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

February 23, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: YATES, INC.
REF: W95000004138

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Person listed in Article XI must be the one signing as incorporator.

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) 487-6934.

Loria Poole
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida. 32314

ИЗДАНИЕ

or

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AT 20000564

The name of the corporation is: YATES, INC. The principal place of business is 590 East 25th Street, Suite 601 Hialeah, Florida 33013.

YATES, INC. is a single purpose corporation, formed solely for the purpose of operating Burger King Restaurants. The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(b) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation,

municipality, county, state, body politic, or government or colony or dependency thereof.

(c) Stock:

(1) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares; but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(2) To the extent that earned surplus or capital surplus is used as the measure of the corporation's right to purchase its own shares, such surplus shall be restricted so long as such shares are held as treasury shares. Such restriction shall be allocated on a pro rata basis to the treasury shares and upon the disposition or cancellation of any such shares, the restriction shall be removed to the extent it is attributable to the shares disposed of or cancelled.

(3) Notwithstanding the limitations contained in subsection (1), the corporation may purchase or otherwise acquire its own shares for the purpose of:

- (a) Eliminating fractional shares.
- (b) Collecting or compromising indebtedness to the corporation.
- (c) Paying dissenting shareholders entitled to payment for their shares under the provisions of the General Corporation Act.

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(d) Effecting, subject to the other provisions of the Florida Business Corporation Act, the retirement of its redeemable shares by redemption or by purchase at not to exceed the redemption price.

(4) No purchase of or payment for its own shares shall be made by the corporation when the corporation is insolvent or when such payment would make it insolvent.

(d) The corporation may keep the books of the company outside the state of Florida, except as may otherwise be provided by law.

(e) The corporation may make by-laws not inconsistent with the Constitution or laws of the United States, the State of Florida, or with these Articles of Incorporation.

(f) The corporation shall have full power and lawful authority to issue, execute, assign, and endorse notes, mortgages, bonds, and all other negotiable papers; to hold, buy, and sell stock of other corporations; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and to secure the payment thereof by accepting mortgages, personal endorsements, or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(g) The stockholders shall have the power, either in the by-laws of the corporation or by contractual agreement among themselves, to make any provisions for cumulative voting and to make any limitations on the sale, assignment, transfer, pledge,

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hypothecation, or other disposition of the stock of the corporation, as to which the stockholders of the corporation deem necessary and/or proper, for the best interests of the corporation.

(b) The objects and purposes specified in the foregoing clauses shall, except where otherwise specified, be in no wise limited or restricted, by reference to, or inference from, the terms of any other clause in these Articles of Incorporation; but the objects and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent objects and purposes.

ARTICLE III

(a) The shareholders are authorized to enter into an agreement regarding the limitations and requirements of voting, which said agreement shall be binding upon all persons.

(b) The maximum shares of stock which this corporation is authorized to have outstanding at any time shall be 7,500 shares common, at ONE (\$1.00) DOLLAR par value each, and all said stock and value thereof are issued in accordance with Section 1244 of the Internal Revenue Code and the Regulations issued thereunder, said offering of this stock under said provisions of the Internal Revenue Code to continue for a period not greater than two (2) years from the acceptance of these Articles of Incorporation by the State of Florida.

(c) All of the aforementioned stock is to be issued as fully paid for and non-assessable.

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(d) There shall be preemptive rights to acquire unissued shares of the corporation, or securities of the corporation convertible into or carrying a right to or acquiring shares. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock; the said purchase shall be on such basis, and for such consideration, and the issuance of so much capital stock as the Directors of the Corporation may decide.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

The existence of this corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent and registered office of this corporation is: JOHN S. BOHATCH, ESQ., 19 W. Flagler St., 14th Floor, Miami, Florida 33130. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to

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time by by-laws adopted by the stockholders, but shall never be fewer than one.

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To make, alter, amend, or repeal the by-laws of the corporation.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, without limit as to the amount.

(c) To set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any purpose, and to abolish any such reserve in the manner in which it was created.

(d) To fix the amount to be reserved as working capital over and above its capital stock paid in.

(e) When, and as authorized by the affirmative vote of the holders of all of the stock issued and outstanding having voting power given at a shareholders' meeting duly called for that purpose or when authorized by the written consent of the holders of all of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchise, upon such terms and conditions and for such consideration which may be in whole, or in part, shares of stock in and/or other securities of any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the corporation.

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(2) To confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statutes.

ARTICLE IX

No contract or other transaction between the corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is interested in, or is a member, stockholder, director or officer of such other firm or corporation; and any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person, firm, association, or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation, is a party to, or interested in, such contract, act, or transaction, or in any way connected with such person, firm, association, or corporation; and each and every person who may become a director or officer 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 firm, association, or corporation in which he may in any wise be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

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ARTICLE X

The names and street address of the first Board of Directors are:

<u>NAME</u>	<u>Address</u>
KATHLEEN R. YATES	950 Hunting Lodge Drive, Miami Springs, Florida
BASIL M. YATES, M.D.	950 Hunting Lodge Drive, Miami Springs, Florida

ARTICLE XI

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>Address</u>
BASIL M. YATES	950 Hunting Lodge Drive, Miami Springs, Florida

IN WITNESS WHEREOF, the party to this Articles of Incorporation has hereunto set her hand and seal this 21 day of February, 1995.

Basil M. Yates M.D.
BASIL M. YATES, M.D., Incorporator

ACKNOWLEDGMENT

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

JOHN S. BRATCH
Registered Agent

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95 FEB 23 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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