

LAW OFFICE

MARK L. ANGERT, P.A.

MARK L. ANGERT
COUNSEL
ALVIN E. LINTON
HOWARD E. KROWITZ
SHELDON R. SCHWARTZ

PARKVIEW PROFESSIONAL BUILDING
SUITE 304
2021 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
BROWARD (305) 771-1171
FAX (305) 771-1358

P95000016731

January 25, 1995

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02/07/95--01032---004
***122.50 ***122.50

Florida Department of State
Jim Smith, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: F.F. Burger Company

Dear Mr. Smith:

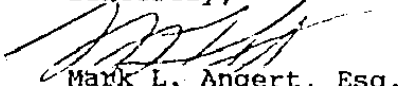
Enclosed please find the original Articles of Incorporation in connection with the above-referenced matter.

I have enclosed a check in the amount of \$122.50 to cover the cost of the filing fee, one certified copy and a Registered Agent designation.

I would request that you return same to my office in the enclosed self-addressed stamped envelope.

Thank you for your cooperation in connection with this matter and should you have any questions, please do not hesitate to contact me.

Sincerely,


Mark L. Angert, Esq.

MLA:vn
Enclosures

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TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 8, 1995

MARK L. ANGERT, ESQ.
2021 E. COMMERCIAL BLVD.
SUITE 304
FT. LAUDERDALE, FL 33308

SUBJECT: F.F. BURGER COMPANY
Ref. Number: W95000002887

We have received your document for F.F. BURGER COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 895A00005474

LAW OFFICES

MARK L. ANGERT, P.A.

MARK L. ANGERT

COUNSEL

ALVIN LINTIN

HOWARD E. HOKOWITZ

MELISSA R. SCHWARTZ

PATRIDGE PROFESSIONAL BUILDING
SUITE 304
2021 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308
HOWARD (305) 771-1171
FAX (305) 771-1358

February 14, 1995

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

Attn: Brendolyn Bruton
Corporate Specialist

Re: F.F. Burger Company
Ref. No: W95000002887

Dear Ms. Bruton:

Pursuant to your letter of February 8, 1995 wherein you requested we make certain changes. Those changes have been made and I am returning same to your office.

I thank you for your prompt attention to this matter.

Sincerely,

MLA 15/
Mark L. Angert

MLA:vn
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 17, 1995

MARK L. ANGERT, ESQ.
2021 E. COMMERCIAL BLVD.
SUITE 304
FT. LAUDERDALE, FL 33308

SUBJECT: F.F. BURGER COMPANY
Ref. Number: W95000002887

We have received your document for F.F. BURGER COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 895A00007402

LAW OFFICES

MARK L. ANGERT, P.A.

MARK L. ANGERT

COUNSEL

ALVIN E. ENTIN

HOWARD F. HORNOWITZ

SHELDON R. SCHWARTZ

PARKRIDGE PROFESSIONAL BUILDING

SUITE 304

2021 EAST COMMERCIAL BOULEVARD

FORT LAUDERDALE, FLORIDA 33301

PHONE (305) 771-1171

FAX (305) 771-1350

February 24, 1995

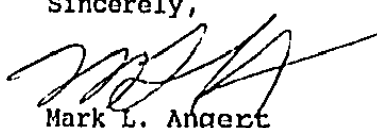
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: F.F. Burger Company
Ref. Number: W95000002887

Pursuant to your letter of February 17, 1995, enclosed please find the Articles of Incorporation with the attached Acceptance of Registered Agent in which you requested along with a copy of your letter and a self-addressed stamped envelope.

I thank you for your prompt attention to this matter.

Sincerely,



Mark L. Angert

MLA:vn
Enclosures

ARTICLES OF INCORPORATION
OF

F.F. BURGER COMPANY

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be F.F. BURGER COMPANY, and the principal office of this corporation shall be 2001 N.W. 15th Avenue, Pompano Beach, Florida 33069 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having One (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 2001 N.W. 15th Avenue, Pompano Beach, Florida 33069 and the name of the initial registered agent of this corporation at that address is Jerry Worth.

ARTICLE V. TERM OF EXISTENCE

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This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of F.F. BURGER COMPANY., and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name(s) and street address(es) of the initial member(s) of the Board of Director(s) are:

Jerry Worth
2001 N.W. 15th Avenue
Pompano Beach, Florida 33069

W. Steven Garrett
48 S.W. 16th Street
Dania, Florida 33004

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed are:

W. STEVEN GARRETT/PRESIDENT, SECRETARY
48 S.W. 16th Street
Dania, Florida 33004

JERRY WORTH/VICE-PRESIDENT, TREASURER
2001 N.W. 15th Avenue
Pompano Beach, Florida 33069

ARTICLE VIII. INCORPORATOR

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

W. STEVEN GARRETT
2001 N.W. 15th Avenue
Pompano Beach, Florida 33069

ARTICLE IX. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of . is corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X. INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or director, in the manner set out any provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI. INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII. AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner provided by the Florida Statutes.

ARTICLE XIII. PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIV. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XV. INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned agent of F.F. BURGER

COMPANY, has herunto set his hand and seal this 13th day of February, 1995.

[Signature]
BY: W. STEVEN GARRETT
Its Agent, Incorporator

STATE OF FLORIDA)
 BROWARD) SS:
COUNTY OF ~~PALM BEACH~~)

BEFORE ME, the undersigned authority, personally appeared JERRY WORTH, the person described in and whose name is signed to the foregoing Certificate of Incorporation of F.F. BURGER COMPANY, and who is described in said Certificate as the incorporator of said corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Broward, State of Florida, this 13 day of February, 1995.

Patricia E. Morton
NOTARY PUBLIC, STATE OF FLORIDA
Printed Name:

Personally Known: OR
Produced Identification:

Type of Identification _____

My Commission Expires:



PATRICIA E. MORTON
My Comm Exp. 6/14/97
Bonded By Service Ins
No. 00293775
Notary Public 1102610

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

F.F. BURGER COMPANY, a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



BY: W. STEVEN GARRETT
Its Agent, President

FILED
1995 FEB 28 AM 10:24

P95000016731

Mark L. Angel, Esq.

(Requestor's Name)

Suite 304, 2021 E. Commercial Blvd.

(Address)

Ft. Lauderdale, Fla. 33308

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100001659871
-12/12/95--01067--015
****105.00 *****35.00

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

- 1. _____
(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

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

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

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 11 AM 11:28

DEC 14 1995

Examiner's Initials



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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC 11 AM 11:28

Florida Department of State, Jim Smith, Secretary of State
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF BROWARD

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

I, GERRY WORTH hereby resign as VICE-PRESIDENT/TREASURER/ of DIRECTOR (Title) of F.F. BURGER COMPANY, a Florida corporation; (Name of Corporation)

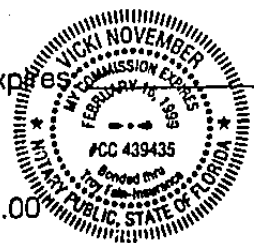
That the corporation has been notified in writing of the resignation.

Gerry Worth
Signature of resigning officer/director

Sworn to and subscribed before me this 16 day of August.

Uebir November
NOTARY PUBLIC

My Commission Expires _____



FILING FEE IS \$35.00