

TALLAHASSEE, FL 32301

(904) 222-9171

(904) 222-0101 FAX



P9500025957

ACCOUNT NO. : 072100000032

REFERENCE : 568749 85423A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

2000001445302
-03/31/95--01068--010
***122.50 ***122.50

ORDER DATE : March 30, 1995

ORDER TIME : 11:17 AM

ORDER NO. : 568749

CUSTOMER NO: 85423A

CUSTOMER: Ms. Maria Nolasco
KEITH D. DIAMOND, ESQ

Megabank Building, 4th Floor
46 Southwest First Street
Miami, FL 33130

FILED
95 MAR 31 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: 5200, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea Hamilton

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

ARTICLES OF INCORPORATION

OF

5200, INC.

ARTICLE I

The name of this corporation is 5200, INC. The principal address of the corporation is 2901 W. Commercial Blvd., Ft. Lauderdale, Florida 33309.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: The corporation is a single purpose corporation formed solely for the purpose of operating Burger King Restaurants.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollars (\$100.00) par value common stock.

The transfer of this stock is subject to the terms and conditions of a Franchise Agreement with Burger King Corporation. Reference is made to such Franchise Agreement and the restrictive provisions of the Charter and By-Laws of the Corporation.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Fourth, Floor, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation and of the corporation are:

Issa Ladha

2901 W. Commercial Blvd.
Ft. Lauderdale, Florida 33309

Anwar Amlani

2901 W. Commercial Blvd.
Ft. Lauderdale, Florida 33309

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The Managing Owner shall be authorized by the Board of Directors to bind the corporation in any dealings with Burger King Corporation, or its affiliates and authorized distributors and suppliers of the corporation's restaurants and to direct any actions necessary to ensure compliance with each Burger King Franchise Agreement and related document. The Managing Owner shall appoint at least one Managing Director who shall be approved by Burger King Corporation.

The Managing Director(s) may, but shall not be required to be officers of the corporation. The Managing Director(s) shall devote full time and best efforts to the supervision of the corporation's Burger King restaurants, shall live in the vicinity of the restaurants, and shall attend training periodically pursuant to a schedule prescribed by Burger King Corporation from time to time. A Managing Director must be replaced within sixty (60) days from date of termination of employment with the corporation by a new Managing Director approved by Burger King Corporation.

ARTICLE VII

The name and address of the person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami, Florida 33130.

ARTICLE VIII

The power to adopt, alter, name or repeal By-Laws shall be vested in the Florida General Corporation Act.

ARTICLE IX

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of Nov, 1995.

I AM HEREBY familiar with and accept the duties and

