

**P95000026006**

LAW OFFICES  
**ROMULO FREDRICK**  
**ROBERT D. SLOANE**

ONE RIVER PLAZA  
Suite 721  
305 South Andrews Avenue  
Fort Lauderdale, Florida 33301

Telephone (305) 763-3356

24 Hour (305) 537-1629

March 27, 1995

**TRANSMITTAL LETTER**

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

900001442783  
-03/29/95--01061--020  
\*\*\*\*122.50 \*\*\*\*122.50

**Subject: MARLAW CORP., Filing of Articles of Incorporation.**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$122.50 for MARLAW CORP.

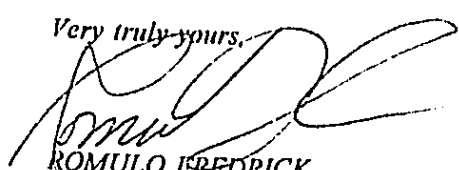
From: ROMULO FREDRICK, ESQ.  
One River Plaza--Suite 721  
305 South Andrews Avenue  
Fort Lauderdale, Florida 33301  
(305) 763-3356

For: Marlaw Corp.  
Lawrence D. Hagan, President  
1701 West Oakland Park Boulevard  
Oakland Park, Florida 33311  
(305) 344-2676

FILED  
95 MAR 29 PM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Thank you for your cooperation. Should you have any questions, please do not hesitate to contact me at the above caption phone number.

Very truly yours,

  
ROMULO FREDRICK  
Enclosure

EFFECTIVE DATE  
3/23/95

File 4-3

# ARTICLES OF INCORPORATION OF MARLAW CORP.

The undersigned natural persons, do hereby subscribe these articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, Florida Statute, subject to the following provisions:

## ARTICLE I. NAME

The name of the corporation is:

*MARLAW CORP.*

## ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved by a vote of the shareholders as hereafter provided.

## ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- A. To engage in the business of operating a McDonald's Express Restaurant.
- B. To own property, enter into contracts, and to carry on any lawful business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- C. The services of this corporation shall be carried on only through the officers, employees, and agents.
- D. Engage in any lawful business.

## ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation is authorized to issue is 100 shares of common stock without par value. **Lawrence D. Hagan** shall receive 51 percent of said shares of stock and **Marina N. Hagan** shall receive 49 percent.

EFFECTIVE DATE  
3-23-95

FILED  
95 MAR 25 11 53 AM  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Re: MARLAW CORP.

**ARTICLE V. PREEMPTIVE RIGHTS**

Preemptive rights are hereby granted to the shareholders through this provision.

**ARTICLE VI. PRINCIPLE OFFICE, INITIAL REGISTERED AGENT  
and ACCEPTANCE OF REGISTERED AGENT**

The address of the corporation's principle office is:

*1701 West Oakland Park Boulevard  
Oakland Park, Florida 33311*

The name of the initial registered agent of the corporation located at such office, is:

*Lawrence D. Hagan.  
3711 Northwest 109th Avenue  
Coral Springs, Florida 33065*

I, **Lawrence D. Hagan**, pursuant to Florida Statute 607.0501, hereby am familiar with and accept the duties and responsibilities as registered agent for the **MARLAW CORP.**, 1701 West Oakland Park Boulevard, Oakland Park, Florida 33311.

*Lawrence D. Hagan*  
\_\_\_\_\_  
Lawrence D. Hagan, Registered Agent

STATE OF FLORIDA     )

COUNTY OF BROWARD   )

THE FOREGOING was acknowledged before me this 27 day of March 1995  
by **LAWRENCE D. HAGAN**, who is personally known to me or who has produced

\_\_\_\_\_ as identification and who did take an oath

*Evelyn Persaud*  
\_\_\_\_\_  
Notary Public

MY COMMISSION EXPIRES:



EVELYN PERSAUD  
My Commission CC311562  
Expires Aug. 29, 1997  
Bonded by ANB  
800-852-5878

### **ARTICLE VII. CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

### **ARTICLE VIII. SUBSCRIBERS**

The name and address of each person signing these Article of Incorporation as a subscriber is:

*Lawrence D. Hagan and Marina N. Hagan  
3711 Northwest 109th Avenue  
Coral Springs, Florida 33065*

### **ARTICLE IX. DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is two (2), and the name and address of the initial directors is:

*Lawrence D. Hagan and Marina N. Hagan  
3711 Northwest 109th Avenue  
Coral Springs, Florida 33065*

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter, the term of office of each director shall be three (3) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the a majority vote of the shareholders.

### **ARTICLE X. BYLAWS**

The initial director shall submit the proposed bylaws at a later date. Following the adoption of bylaws by ratification by majority voter of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

Re: MARLAW CORP.


**ARTICLE XI. DISSOLUTION**

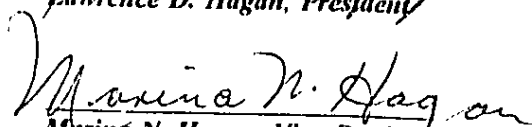
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

**ARTICLE XII. EFFECTIVE DATE**

Pursuant to Florida Statute §607.0123(1)(b), the effective date of this corporation is March 23, 1995.

In witness hereof, we, the undersigned incorporator of the MARLAW CORP., have executed these articles at: One River Plaza, 305 South Andrews Avenue, Fort Lauderdale, Florida 33301 this 27 day of March, 1995.

  
Lawrence D. Hagan, President

  
Marina N. Hagan, Vice President

STATE OF FLORIDA )

COUNTY OF BROWARD )

THE FOREGOING was acknowledged before me this 27 day of March, 1995 by Lawrence D. Hagan and Marina N. Hagan, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.



EVELYN PERSAUD  
My Commission CC311562  
Expires Aug. 29, 1997  
Bonded by ANB  
800-852-5878

  
Notary Public

MY COMMISSION EXPIRES: