

TALLAHASSEE, FL 32304

904-222-9171

904-222-9172 FAX



ACCOUNT NO. 072100000032

REFERENCE : 587093 9964A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : April 28, 1995

ORDER TIME : 11:10 AM

ORDER NO. : 587093

CUSTOMER NO: 9964A

CUSTOMER: Ronda M. Parria, Legal Asst
SHUMAKER LOOP & KENDRICK

Barnett Plaza, Suite 2500
101 East Kennedy Boulevard
Tampa, FL 33602

FILED
95 APR 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

••PLEASE FILE FIRST••

NAME: TROPICAL KING CORPORATION

700001468357

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

EFFECTIVE DATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

APR 26 1995

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

T. BROWN APR 28 1995

295A 000 20401



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 21, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

The name TROPICAL KING CORPORATION has been reserved for 120 days beginning April 21, 1995. The reservation number is R95000001794 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Carolyn Batten

Letter number: 695A00018942

EFFECTIVE DATE

APR 26 1995

ARTICLES OF INCORPORATION OF TROPICAL KING CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is TROPICAL KING CORPORATION (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the Corporation is 7305 Egypt Lake Drive, Tampa, Florida 33614.

ARTICLE III. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes 1994 as presently enacted and as it may be amended from time to time.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of Common Stock, par value \$1.00, each (hereafter called "Common Stock").

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the 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 held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within THIRTY (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by

ARTICLES OF INCORPORATION OF
TROPICAL KING CORPORATION
Page 2

an affirmative written waiver submitted by the shareholder to the Corporation within THIRTY (30) days after receipt of the above-described notice.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce H. Gordon	Shumaker, Loop & Kendrick 101 E. Kennedy Blvd., #2500 Tampa, Florida 33602

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) directors initially. The number of directors may be changed from time to time as provided for by the Bylaws.

The name and address of each initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ALEXANDER M. MIGUEL	7305 Egypt Lake Drive Tampa, Florida 33614
DR. HIGINIO MIGUEL	7305 Egypt Lake Drive Tampa, Florida 33614
NANCY MIGUEL	7305 Egypt Lake Drive Tampa, Florida 33614

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of is:

<u>NAME</u>	<u>ADDRESS</u>
Bruce H. Gordon	Shumaker, Loop & Kendrick 101 E. Kennedy Blvd., #2500 Tampa, Florida 33602

ARTICLES OF INCORPORATION OF
TROPICAL KING CORPORATION
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ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, 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 26TH day of APRIL, 1995.



BRUCE H. GORDON, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26TH day of APRIL, 1995, by BRUCE H. GORDON, as Incorporator, who is personally known to me, ~~or has produced~~ _____
~~as identification.~~



NOTARY PUBLIC
My Commission Expires:



ARTICLES OF INCORPORATION OF
TROPICAL KING CORPORATION
Page 4

FILED
95 APR 28 PM 2:55
SECRET
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


The following is submitted in compliance with Section 607.0505
of the Florida Statutes.

TROPICAL KING CORPORATION, desiring to organize under the laws
of the State of Florida with its registered office, as indicated in
the Articles of Incorporation at the City of Tampa, County of
Hillsborough, State of Florida, has named BRUCE H. GORDON, located
at 101 East Kennedy Boulevard, Suite 2500, Tampa, Florida 33602,
as its agent to accept service of process within this State.

ACCEPTANCE:

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

DATED: APRIL 26, 1995



BRUCE H. GORDON
Registered Agent



ACCOUNT NO. : 072100000032

REFERENCE : 648598 9964A

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : July 26, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 648598

800001546688

CUSTOMER NO: 9964A

CUSTOMER: Ronda M. Parrie, Legal Asst
Shumaker Loop & Kendrick
Barnett Plaza, Suite 2500
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: TROPICAL KING CORPORATION

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

FILED
95 JUL 26 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
TROPICAL KING CORPORATION

1. Article IV entitled "Purpose" of the Articles of Incorporation of TROPICAL KING CORPORATION as filed on April 28, 1995 is amended by deleting Article IV in its entirety and substituting in lieu thereof the following:

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes 1993 as presently enacted and as it may be amended from time to time. Provided, however, as long as the Corporation is a General Partner of a Limited Partnership which owns and operates one or more Burger King Restaurants, the purpose of the Corporation shall be limited to managing the operation of such restaurants and any other business activity which is directly related to the ownership and operation of one or more Burger King Restaurants.

2. The foregoing First Amendment was adopted by all the Directors and all the Shareholders of the Corporation by Written Action signed on the 25 day of July, 1995, which is the only group of the Corporation's Directors and Shareholders entitled to vote on this First Amendment, and the number of votes in favor of the First Amendment was sufficient for approval.

3. These Articles of Amendment have been adopted in line with F.S. 607.1003 and F.S. 607.1004, prepared in line with F.S. 607.1006 and signed in line with F.S. 607.0120.

4. In all other respects the Articles of Incorporation shall remain as originally filed on April 28, 1995.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Amendment on the 25 day of July, 1995.


ALEXANDER M. MIGUEL, President

FILED
95 JUL 28 AM 11:06
SECRET
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25th
day of July, 1995, by ALEXANDER M. MIGUEL, as President of
the Corporation, (☒) who is personally known to me or (☐) who
has produced _____ as identification and who did take
an oath.

NOTARY PUBLIC

Ronda M. Parris
My Commission Expires:

