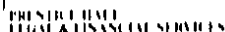


800 - 242 - 8086



COST LIMIT : \$ PREPAID

CUSTOMER: Ms. Ann Nader
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
5670 Wilshire Blvd.
Suite 750
Los Angeles, CA 90036

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****12.50 ****12.50

DOMESTIC FILING

NAME: PENSACOLA FAST FOODS
CORPORATION

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ONE CERTIFIED COPY
XX ONE PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

T. BROWN

AUG 15 1995

FILED
95 AUG 14 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PENSACOLA FAST FOODS CORPORATION

FILED
95 AUG 14 AM 8 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is PENSACOLA FAST FOODS CORPORATION.

SECOND: The street address, wherever located, of the principal office of the corporation is not yet determined.

The mailing address, wherever located, of the corporation is 4900 Manatee Avenue West, #201, Bradenton, Florida 34209.

THIRD: This corporation is authorized to issue one class of common shares without par value, designated respectively "Series A Common Stock" and "Series B Common Stock." Ten Thousand (10,000) shares of Series A Common Stock may be issued. Thirty Thousand (30,000) shares of Series B Common Stock may be issued. The Series A Common Stock has exclusive voting rights on all matters requiring a vote of the shareholders, including election of directors, except as otherwise provided by law. The series B Common Stock has no voting rights.

The number of stockholders and the issuance and transfer of stock of the corporation is restricted. Stock may be issued or transferred only after authorization by Burger King Corporation in accordance with the terms and conditions outlined in the Franchise Agreement with Burger King Corporation.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 4900 Manatee Avenue West, #201, Bradenton, Florida 34209.

The name of the initial registered agent of the corporation at the said registered office is Murry J. Evans.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

M. A. Nader

ADDRESS

5670 Wilshire Boulevard, #750
Los Angeles, California 90036

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

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

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions

from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

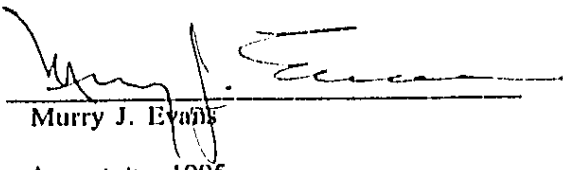
Signed on August 10, 1995.



M. A. Nader, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:


Murry J. Evans

Date: August 10, 1995

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95 AUG 14 AM 8 22
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TALLAHASSEE, FLORIDA