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FLORIDA DIVISION OF CORPORATIONS

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OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: AUSTIN FRANCHISE CO.

FAX AUDIT NUMBER: H96000007172

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

96 MAY 22 AM 7:55

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ARTICLES OF INCORPORATION

OF

AUSTIN FRANCHISE CO.

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

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ARTICLE I

The name of the corporation shall be:

Austin Franchise Co. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

This item prepared by:
Justin T. Wilson
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133
(305) 858-5555

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ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of Common Stock with a par value of \$.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Marc D. Fishman
c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

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ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business and mailing address of the corporation shall be:

c/o A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Executed at Miami, Florida this 21st day of May, 1996.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of Austin Franchise Co., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21st day of May, 1996.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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