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WEST PALM BEACH, FL 33411-3007
904-233-1171
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PREMIER HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 003017 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 27, 1996

ORDER TIME : 11:43 AM

ORDER NO. : 003017

CUSTOMER NO: 4806726

CUSTOMER: Thornton M. Henry, Esq
JONES FOSTER JOHNSTON & STUBBS

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

200001878272
-06/27/96--01062--020
****122.50 ****122.50

DOMESTIC FILING

NAME: ROYALS FOOD SERVICES, INC.

EFFECTIVE DATE:

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: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 3:09

RECEIVED
96 JUL 27 PM 1:16
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ROYALS FOOD SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 3:09

ARTICLE I - NAME

The name of this corporation is ROYALS FOOD SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date of filing of these Articles of Incorporation with the Secretary of State for the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of developing, owning and/or operating food service franchises and for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND ADDRESSES

The street address of the initial registered office and principal office of this corporation is 324 SW 16th Street, Belle Glade, Florida 33430 and the name of the initial registered agent of this corporation at that address is James M. Herring, Jr.. The mailing address of the corporation is 324 S. W. 16th Street, Belle Glade, FL 33430.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

George M. Royal, 324 S. W. 16th Street, Belle Glade, FL 33430
Jefferey L. Royal, 324 S. W. 16th Street, Belle Glade, FL 33430
John Charles Royal, 324 S. W. 16th Street, Belle Glade, FL 33430
James M. Herring, Jr., 324 S. W. 16th Street, Belle Glade, FL 33430

ARTICLE VIII - INCORPORATOR

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

James M. Herring, Jr., 324 S. W. 16th Street, Belle Glade, FL 33430

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

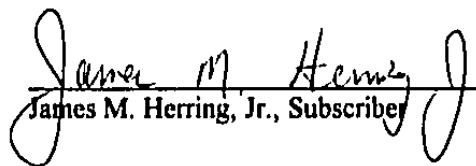
ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XI - AMENDMENT

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 25th day of June, 1996.


James M. Herring, Jr., Subscriber

STATE OF FLORIDA)
 : ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 25th day of June, 1996 by James M. Herring, Jr., who is personally known to me or who has produced a driver's license as identification and who did take an oath.

(NOTARY SEAL)


Notary Public

Print Name: THORNTON M. HENRY

Commission No.: _____

My commission expires: _____

THORNTON M. HENRY
Notary Public, State of Florida
My Commission Expires July 29, 1998
Commission No. CC 218587
Bonded Thru Troy Fain Insurance

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

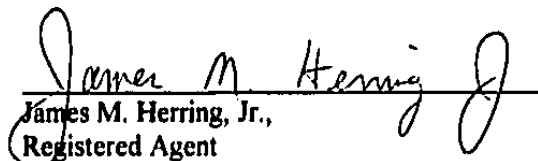
**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 3:09**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That Royals Food Services, Inc., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 324 S. W. 16th Street, Belle Glade, FL 33430 in the City of Belle Glade, County of Palm Beach, has named James M. Herring, Jr., as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


James M. Herring, Jr.,
Registered Agent

Dated: June 25, 1996