

*Allen, Mathews & Baker, P.A.*

ATTORNEYS AT LAW

257 S.E. AVENUE E  
BELLE GLADE, FLORIDA 33430  
TELEPHONE: 561-996-7272

EDWARD F. ALLEN (1912-1982)  
ROBERT E. MATHEWS, JR. (Ret'd 1990)  
JOHN E. BAKER

*P96000087143*  
October 16, 1996

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

900001982748--3  
-10/22/96--01068--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: KFC OF MOORE HAVEN, INC.

Ladies:

Please find enclosed the original and one (1) copy of the Articles Of Incorporation for KFC OF MOORE HAVEN, INC. to be filed with your office. Also enclosed is a check in the amount of \$122.50 to cover the following statutory fees for incorporation.

\$35.00 - Filing fee  
\$52.50 - Certified copy of corporate charter  
\$35.00 - Filing of certificate of resident agent

Please mail the certified copy of the corporate charter to the above letterhead address.

Thank you for your assistance in this matter.

Very truly yours,

*John E. Baker*  
John E. Baker

JEB:lmw  
enclosures

*John E. Baker* GAVE

AUTHORIZATION BY PHONE TO

CORRECT *pin address*

DATE *10/31/96*

DOC EXAM *John E. Baker*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 21 PM 3:15

D. BROWN OCT 22 1996

ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 21 PM 3:15

We, the undersigned, hereby agree to become associated together and do hereby associate ourselves together for the purpose of incorporating under the Florida General Corporation Act, including any all amendments thereto, the provisions of which are accepted and we do hereby certify as follows:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be KFC OF MOORE HAVEN, INC. 533 1/2 S.E. Avenue E, Belle Glade, Florida 33430.

ARTICLE II - GENERAL NATURE AND PURPOSE

The general nature of the business to be transacted and the general purpose of the corporation shall be as follows:

1. To own and operate for profit one or more fast food business ventures and anything incidental thereto.
2. To purchase, lease and otherwise acquire real property, and to sell or dispose of, lease and rent real property.
3. To purchase, lease and otherwise acquire, and to hold, lease, own, sell or dispose of real and personal property of all kinds and, in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, patents, trademarks, trade names, and any interest in real or personal property, or both.
4. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to

time for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

5. To acquire and take over as a going concern and thereafter to carry on the business which this corporation is authorized to carry on, and, in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

6. To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation.

7. To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

8. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation or business of a similar nature with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory or colony thereof or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the corporation law.

9. To do all and everything necessary, suitable or proper

for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

10. To engage in any other activities or business permitted under the laws of the United States and the State of Florida.

11. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations organized under the provisions of the Florida General Corporation Act, including any and all amendments thereto.

#### ARTICLE III - CAPITAL STOCK

The number of shares of stock which this corporation may issue shall be 6000 shares of common stock having a nominal or par value of \$.10, (10 cents) per share. The Board of Directors may issue shares of stock in exchange for property when, in their opinion, the property has a value of at least the equivalent to the consideration fixed for the said stock. No shares of stock shall be issued until paid for in full and thus to be fully paid and nonassessable.

This corporation shall not commence business until there is paid in as capital at least SIX HUNDRED DOLLARS (\$600.00).

#### ARTICLE IV - ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 533 1/2 S.E. Avenue E, Belle Glade, Florida 33430, and the name of the initial registered agent of this corporation at that address is LISA A. BARTON.

#### ARTICLE V - DURATION

This corporation shall have perpetual existence.

#### ARTICLE VI - DIRECTORS

The corporation shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and post office address of the first Board of Directors and Officers until their successors are elected and qualified are as follows:

RUDOLPH HOOKS, SR. - President  
1500 W. Canal St. N.  
Belle Glade, Florida 33430

LISA A. BARTON - Secretary/Treasurer  
533 1/2 S.E. Avenue E  
Belle Glade, Florida 33430

MICKEY K. ACREE, SR.  
P.O. Box 757  
Moore Haven, Florida 33471

SHIRLEY A. VICKERY  
P.O. Box 652  
Belle Glade, Florida 33430

#### ARTICLE VIII - ACTION WITHOUT MEETING

Any permitted action by, respectively, the Board of Directors, the shareholders or committees of the corporation may be taken without a meeting if the action is taken by the

requisite majority provided such action must be evidenced in writing, signed and consented to by each, respectively, director, holder of the requisite number of shares consenting to such action. The document must describe that the action was taken without a meeting, must indicate the effective date of the action notwithstanding the document being executed on a separate date, must be filed in the minute book of the corporation.

#### ARTICLE IX - INCORPORATORS

The names and addresses of each incorporator signing these Articles of Incorporation are as follows:

RUDOLPH HOOKS, SR.  
1500 W. Canal Street N.  
Belle Glade, Florida 33430

LISA A. BARTON  
533 1/2 S.E. Avenue E  
Belle Glade, Florida 33430

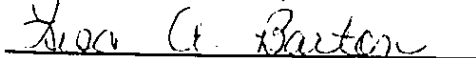
#### ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by the directors with the consent of the holder(s) of the majority of the issued outstanding shares of common stock.

IN CONSENT to the terms and conditions above, we have hereunto set our hands and seals on this 2<sup>nd</sup> day of October, 1996.



RUDOLPH HOOKS, SR.

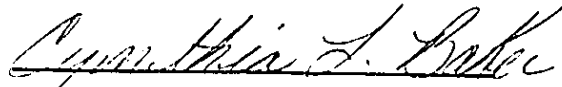


LISA A. BARTON

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared RUDOLPH HOOKS, SR. and LISA A. BARTON to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation dated this 2 day of October, 1996.

  
NOTARY PUBLIC



CYNTHIA L. BAKER  
MY COMMISSION # CC357486 EXPIRES  
March 20, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 21 PM 3:15

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

First, that KFC OF MOORE HAVEN, INC., desiring to organize  
or qualify under the laws of the State of Florida, with its  
principal place of business in the City of Belle Glade, State of  
Florida, has named LISA A. BARTON, located at 533 1/2 S.E. Avenue  
E, Belle Glade, Florida 33430 as its agent to accept service of  
process within Florida.

Lisa A. Barton

LISA A. BARTON

Title: Secretary/Treasurer

Date: Oct. 2, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES.

Lisa A. Barton

LISA A. BARTON

Registered Agent

Date: Oct. 2, 1996