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LEON E. SHARPE, P.A.
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 21 PM 12:24
Office at Bay Point
4770 Biscayne Blvd., Suite 970
Miami, FL 33137

November 14, 1996

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

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-11/19/96--01050--007
***122.50 ***122.50

RE: W & L Taylor Corporation

Dear Sir:

Enclosed please find an original and one copy of the articles of incorporation for the above referenced corporation, along with a check in the sum of \$122.50.

Thank you for your attention to this matter.

Sincerely,
Leon E. Sharpe
LEON E. SHARPE, P.A.

LES:lf
D:F6/Ar.Inc
Enclosure

D. BROWN NOV 21 1996

ARTICLES OF INCORPORATION
OF
W & L TAYLOR CORPORATION

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be W & L TAYLOR CORPORATION (the "Corporation") and the initial address of the corporation shall be 13575 West Dixie Highway, Miami, Florida 33161.

ARTICLE II

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

ARTICLE III

The capital stock authorized, the par value thereof and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of

cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

The holders of the common stock of the Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of the Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE IV

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The street address of the initial registered office of the Corporation is 5625 N.W. 7th Avenue, Miami, Florida 33127, and the initial registered agent of the Corporation at that address is Willie H. Taylor.

ARTICLE VI

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one (1) nor more than nine (9).

ARTICLE VII

The name and street address of the members of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified is:

<u>Name</u>	<u>Address</u>
Willie H. Taylor	5625 N.W. 7th Avenue Miami, Florida 33127

ARTICLE VIII

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX

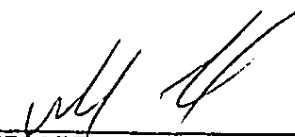
The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

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

ARTICLE X

The Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid, this 12th day of November, 1996.



WILLIE H. TAYLOR

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

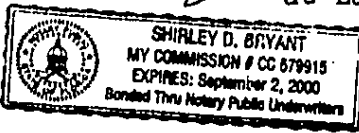
BEFORE ME, the undersigned authority, personally appeared WILLIE H. TAYLOR, who produced _____ as identification and being duly sworn, upon oath, to me well known to be the person(s) described in and who executed the foregoing

Certificate of Incorporation, and who acknowledges before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 12th day of November, 1996.

Shirley D. Bryant
Print: Shirley D. Bryant
Notary Public, State of Florida
at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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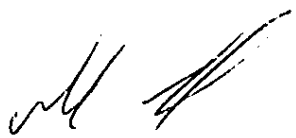
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

W & L TAYLOR CORPORATION

2. The name and address of the registered agent and office is:

Willie H. Taylor
5625 N.W. 7th Avenue
Miami, Florida 33127

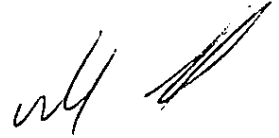


WILLIE H. TAYLOR

TITLE: President

DATE: 11/2/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



WILLIE H. TAYLOR

DATE: 11/2/96