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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2371

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FAX #: (305)358-7832

NAME: WISECO OF MIAMI, INC.

AUDIT NUMBER.....H96000017892

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

ACE INDUSTRIES, INC.

SUBJECT: WISECO OF MIAMI, INC.
REF: W96000026956

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

FAX Aud. #: 896000017892
Letter Number: 596A00057201

H96-17892

**ARTICLES OF INCORPORATION
OF
WISECO OF MIAMI, INC.**

I, the undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following articles of incorporation.

ARTICLE ONE

NAME

ADDRESS

The Corporation name shall be WISECO OF MIAMI, INC., located at
1950 N.E. 123rd STREET, NORTH MIAMI, FL 33181

ARTICLE TWO

CORPORATE DURATION

The duration of the Corporation is to be perpetual.

ARTICLE THREE

PURPOSE

The general purpose for which the Corporation is organized is to operate, conduct, manage, maintain and carry on the business of one or more Dunkin Donuts franchises, and for the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes here mentioned.

In addition, the Corporation is organized for the transaction of any or all other lawful business for which corporations may be incorporated under the laws of the State of Florida and any and all acts amendatory thereof and supplemental thereto.

Prepared by:
ACE INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLES OF INCORPORATION
WISECO OF MIAMI, INC.
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ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall be without par value.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is, 1950 N.E 123 Street, North Miami, Florida 33181, and the name of its initial registered agent at such address is Wesley R. Wiseman.

ARTICLE SIX
DIRECTORS

The number of Directors constituting the initial Board of Directors shall be One (2). The names and addresses of the persons who are to serve as the members of the initial Board of Directors:

Mr. Wesley R. Wiseman
1950 N.E 123 Street
North Miami, FL 33181

Ms. Jeannette O. Wiseman
1950 N.E 123 Street
North Miami, FL 33181

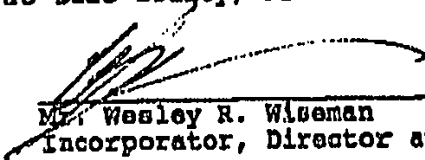
ARTICLE SEVEN
INCORPORATORS

The names and addresses of the Incorporators are:

Mr. Wesley R. Wiseman
1950 N.E 123 Street
North Miami, FL 33181

Ms. Jeannette O. Wiseman
1950 N.E 123 Street
North Miami, FL 33181

Executed by the undersigned at Dade County, Florida on this 10
day of December 1996.


Mr. Wesley R. Wiseman
Incorporator, Director and Officer

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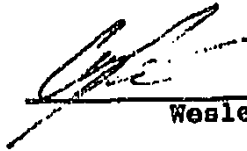
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Wesley R. Wiseman, am familiar with, and accept my duties and responsibilities as registered agent for Wiseco of Miami, Inc.

SIGNED and ACCEPTED this 10 day of December, 1996 at Dade County, Florida.



Wesley R. Wiseman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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