

P97000037687

MARK R. LEWIS, P.A.
ATTORNEY AT LAW
FIRST UNION BANK BUILDING
3131 - 66th STREET NORTH, SUITE A
ST. PETERSBURG, FLORIDA 33710

MARK R. LEWIS, SR.
ADM. IN OHIO & FLORIDA

PHONE 813-381-1946
FAX 813-384-4633

April 23, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

VIA EXPRESS MAIL

RE: **Burgers by Brown, Inc.**
New Florida Corporation

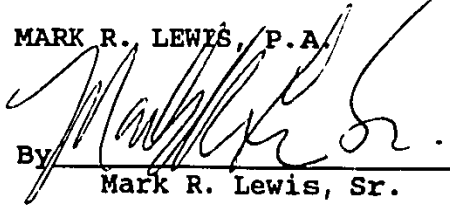
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-04/25/97--01024--017
* **122.50 ***122.50

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation for Burgers by Brown, Inc., together with check for \$122.50 to cover costs. Please be advised that name has been reserved for us by UCC services. Attached is a copy of the reservation letter reflecting Reservation No. RN7000001934.

Please return one certified copy of the Articles in care of the undersigned.

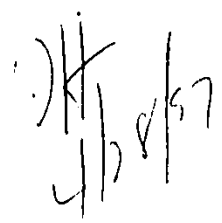
Yours very truly,

MARK R. LEWIS, P.A.

By _____
Mark R. Lewis, Sr.

FILED
97 APR 25 PM 2:29
TALLAHASSEE, FLORIDA

MRL/
cc: Scott Brown
Encls.

cf\burgers\aoi-sos.ltr





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1997

UCC FILINGS & SEARCH, INC.

The name **BURGERS BY BROWN, INC.** has been reserved for 120 days beginning April 21, 1997. The reservation number is R97000001934 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 197A00020471

ARTICLES OF INCORPORATION

OF

Burgers by Brown, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME AND MAILING ADDRESS

The name of the Corporation is . The mailing address for the corporation is P.O. Box 873, Crystal Beach, Florida 34681.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The purposes for which the Corporation is organized are:

- A. To operate McDonald's franchises.
- B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for conducting the business of the Corporation.
- C. To do everything necessary and proper for the accomplishment of any of the purposes or attaining of any of the

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objects or furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in eneral, either alone or in association with any other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or attainment of the objects or the furtherance of such purposes or objects of the Corporation.

D. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is expressly provided hereby that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE FOUR - CAPITAL STOCK

The capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$.50 per share.

ARTICLE FIVE - REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 3131 - 66th Street North, Suite A, St. Petersburg, Florida, 33710, and the name of the initial registered agent at such address is MARK R. LEWIS, Sr.

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ARTICLE SIX - DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be four.

ARTICLE SEVEN - INITIAL DIRECTORS

This Corporation shall have four Director initially. The name and address of the members of the initial Board of Directors are:

Name	Address
Scott A. Brown	P. O. Box 873 Crystal Beach, Florida 34681
Andrea L. Brown	P. O. Box 873 Crystal Beach, Florida 34681
Wendy J. Brown	P. O. Box 873 Crystal Beach, Florida 34681
Stuart R. Brown	P. O. Box 873 Crystal Beach, Florida 34681

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is MARK R. LEWIS, Sr., 3131 - 66th

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Street North, Suite A, St. Petersburg, FL, 33710.

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. Any By-Laws adopted by the Board of Directors or the Shareholders may be altered, amended, or repealed by the other group except that any By-Law adopted by the Shareholders may provide that it can only be altered, amended, or repealed by the Shareholders.

ARTICLE TEN - CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a Director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or transaction of the Corporation with any person, firm or corporation shall be affected by the fact that any Director of the Corporation is a party in any way connected with such person, firm or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with a corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way

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interested.

ARTICLE ELEVEN - AMENDMENT

Section 1. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders by these Articles of Incorporation or the By-Laws is subject to this reservation.

Section 2. These Articles of Incorporation may be amended in the manner provided by the Florida General Corporation Act effective January 1, 1971, or as it is thereafter amended.

ARTICLE TWELVE - INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

ARTICLE THIRTEEN - RESTRAINT ON ALIENATION OF SHARES

The Stockholders of the Corporation shall have the power to include in the By-Laws, adopted by a two-third majority of the Stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its Stockholders, or in the event of the death of any of its Stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Stockholders of the Corporation; provided, however, that such

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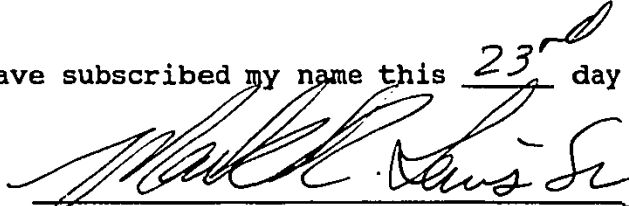
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regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of April, 1997.


MARK R. LEWIS, Sr., Incorporator

STATE OF FLORIDA

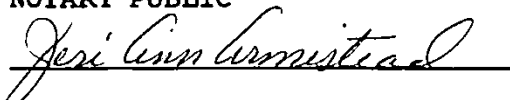
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of April, 1997, by MARK R. LEWIS, Sr. as incorporator of Burgers by Brown, Inc. a Florida corporation, on behalf of the corporation. ☒ He is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC

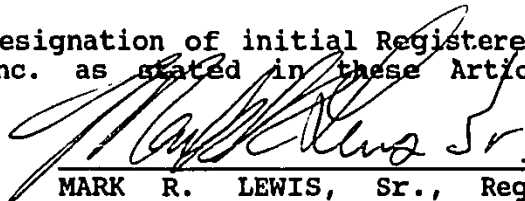


Jeri Ann Armistead
My Commission CC606028
Expires December 8, 2000


Print: JERI ANN ARMISTEAD
My Commission Expires:
(SEAL)

ACCEPTANCE BY REGISTERED AGENT

I HEREBY ACCEPT the designation of initial Registered Agent for Burgers by Brown, Inc. as stated in these Articles of Incorporation.


MARK R. LEWIS, Sr., Registered Agent

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