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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAG-T CORP. AGENTS, INC.
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NAME: POPEYE PIZZA, INC.

AUDIT NUMBER.....H97000009852

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

CERT. OF STATUS..1

PAGES..... 4

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**ARTICLES OF INCORPORATION
OF**

POPEYE PIZZA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:
POPEYE PIZZA, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: The main activity will be export and import.

Prepared by: Ana Dalmau Ares
4090 SW 84th Ave., Suite C
Miami, FL 33155 (305) 229-8252 H97000009852

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
 - To have perpetual succession by its corporate name; POPEYE PIZZA, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only ONE (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

MAX CORZO
11183 NW 7TH STREET APT 103
MIAMI, FL 33172

The principal office shall be:

10460 NW FOUNTAINBLEAU BLVD
MIAMI FL. 33172

ARTICLE VI

The initial Board of Directors shall consist of a total of TWO (02) persons, and the name and address of the person who is to serve as an initial director is:

MAX CORZO
11183 N.W. 7TH STREET # 103
MIAMI, FL 33172


PRESIDENT

MILTON CORZO
10229 NW 9TH ST CR APT 103
MIAMI FL 33172


VICE-PRESIDENT
TREASURER

The name and address of the incorporator executing these Articles of Incorporation is:

MAX CORZO
11183 N.W. 7TH STREET NO. 103
MIAMI, FL 33172

IN WITNESS WHEREOF, the undersigned incorporator has (va) executed these Articles of Incorporation this 13 day of JUN, 1997.


MAX CORZO

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, 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:

POPEYE PIZZA, INC.

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

MAX CORZO
11183 S.W. 7TH ST APT 103
MIAMI, FL 33172

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.

SIGNATURE



JUNE 13, 1997