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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: GSA TWINS, INC.

AUDIT NUMBER.....H97000015938

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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OF

GSA TWINS, INC.

ARTICLE I

NAME

The name of this corporation is: GSA TWINS, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation is: 3853 Pinalake Drive Weston, Florida 33332.

ARTICLE III

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV

PURPOSE

This corporation is a single purpose corporation formed solely for the purpose of operating Burger King Restaurants.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 per value common stock. The issuance and transfer of this corporation's stock is subject to the terms and conditions of the Franchise Agreement by this corporation with Burger King Corporation. Reference is made to such Franchise Agreement and the restrictive provisions of this charter and By-laws of the corporation.

Prepared by:
Pablo R. Bared, Esq.
BARED & ASSOCIATES, P.A.
The Atrium, Suite 177
1500 San Remo Ave.
Coral Gables, FL 33146
Telephone: (305) 868-8010
Facsimile: (305) 868-2831

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Bared & Associates, P.A. 1500 San Remo Avenue, Suite 177, Coral Gables, Florida 33146, and the name of the registered agent of this corporation is Pablo R. Bared, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

Managing Director/President

Gene Atkins, Sr.
3853 Pinalake Drive
Weston, Florida 33332

Secretary/Treasurer

Sandra H. Atkins
3853 Pinalake Drive
Weston, Florida 33332

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Gene Atkins, Sr., of 3853 Pinalake Drive, Weston, Florida 33332.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

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**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XI
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII
MANAGING OWNER/PRESIDENT**

The Managing Owner/President shall be authorized by the Board of Directors to bind the corporation in any dealings with Burger King Corporation, or its affiliates and authorized distributors and suppliers of the corporation's restaurants and to direct any actions necessary to ensure compliance with each Burger King Franchise Agreement and related documents.

The Managing Owner/President shall appoint at least one (1) Managing Director who shall be approved by Burger King Corporation.

**ARTICLE XIII
MANAGING DIRECTOR**

The Managing Director may, but shall not be required to be officers of the corporation. The Managing Director shall devote full time and best efforts to the supervision of the corporation's Burger King's Restaurants, shall live in the vicinity of the restaurant and shall attend training periodically pursuant to the schedule prescribed by Burger King Corporation from time to time. The Managing Director must be replaced within sixty (60) days from date of termination of employment with the corporation by a new Managing Director approved by Burger King Corporation.

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BAIRD & ASSOC. P.A.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on
this 21 day of August, 1997.

Sgt.


GENE ATKINS, Sr. Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large,
on this 21 day of August, 1997.

Sgt.


NOTARY PUBLIC

My commission expires:



PATRICIA PINO SANCHEZ
My Commission CC908410
Expires Jul. 18, 2000

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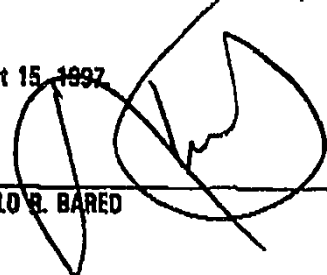
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**ACCEPTANCE OF REGISTERED AGENT
FOR
GSA TWINS, INC.**

Having been named to accept service of process for GSA TWINS, Inc., Pursuant to Article VI of the Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 48.091 Fla.Stat. (1981) Relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on August 15, 1997


PABLO R. BARED

Prepared by:
Pablo R. Bared, Esq.
BARED & ASSOCIATES, P.A.
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