

P97 0000 95431

Wendy Grimaldi
84001 Overseas Highway
Islamorada, FL 33036
April 1, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

900002340209--3
-11/06/97--01069--001
(5) ****122.50 ****122.50

RE: Wendy's Island Juice Bar, Inc.


Dear Sir/Madam:

Relative to the above proposed Florida Corporation, I enclose original Articles of Incorporation and Acceptance of Registered Agent. Please return one certified copy of the Articles to the above address.

I also enclose a check in the amount of \$ 122.50 to cover all filing fees.

Thank you.

Sincerely,


Wendy Grimaldi

Enclosures

100
11/7/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -6 AM 9:27

FILED

ARTICLES OF INCORPORATION

OF

WENDY'S ISLAND JUICE BAR, INC.

ARTICLE I. NAME AND ADDRESS. The name of this corporation shall be Wendy's Island Juice Bar, Inc., and its principal office address is: 84001 Overseas Highway, Islamorada, Florida 33036.

ARTICLE II. DURATION. This corporation is to exist perpetually.

ARTICLE III. PURPOSE. This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK. This corporation is authorized to issue five thousand (5,000) shares of common stock at \$ 1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 84001 Overseas Highway, Islamorada, Florida 33036, and the name of the initial Registered Agent of this corporation at that address is Wendy Grimaldi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).
The name and address of the initial director is:

Wendy Grimaldi
President/Secretary/Treasurer

17 Silver Springs
Key Largo, FL 33037

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -6 AM 9:27

FILED

ARTICLE VII. INCORPORATOR. The name and address of the person signing these Articles of Incorporation is:

Wendy Grimaldi
President/Secretary/Treasurer

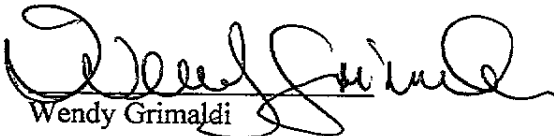
17 Silver Springs
Key Largo, FL 33037

ARTICLE VIII. INITIAL SHAREHOLDERS. Shares of capital stock of this corporation shall be issued initially to the following persons in the amounts set opposite their names:

Wendy Grimaldi 50 Shares.

ARTICLE IX. AMENDMENTS. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of April, 1997.



Wendy Grimaldi

STATE OF FLORIDA

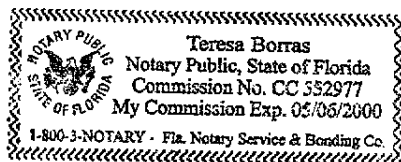
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Wendy Grimaldi, who
acknowledged before me that she executed these Articles of Incorporation for the
reasons and purposes therein stated and that they are true and correct.

SUBSCRIBED AND SWORN TO THIS 30th Day of April, 1997.


Notary Public

My Commission Expires:



FILED
97 NOV -6 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of Wendy's Island Juice Bar, Inc., as designated in these Articles, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

DATED this 30th day of April, 1997.


Wendy Grimaldi

FILED
97 NOV -6 AM 9:27
STATE OF FLORIDA
TALLAHASSEE, FLORIDA