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NAME: CYMCO RESTAURANTS CORPORATION

AUDIT NUMBER.....H97000019359

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSER NOV 21 1997

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ARTICLES OF INCORPORATION

(4)

OF

CYMCO RESTAURANTS CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED  
97 NOV 20 AM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation is CYMCO RESTAURANTS CORPORATION.

The initial principal place of business of the corporation shall be 2200 Sample Road, Pompano Beach, Florida. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact any or all lawful activities or business permitted now or in the future under the laws of the United States, the State of Florida, or any other state.

Notwithstanding anything to the contrary in the preceding paragraph, so long as the corporation is an assignee of any Burger King Franchise, the corporation shall not engage in any business activity other than that which is directly related to the ownership and operation of franchised Burger King Restaurants.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is two hundred fifty thousand (250,000) shares of common capital stock having a par value of one dollar (\$1.00) per share. Holders of common stock are entitled to vote on all matters required by law on the basis of one vote per share, and there shall be no cumulative voting.

So long as the corporation is an assignee of any Burger King Franchise, the sale, transfer, assignment and issuance of shares of voting common stock shall be subject to the approval of Burger King Corporation.

ARTICLE IV TERM OF EXISTENCE

The corporation shall exist perpetually.

Prepared by: Sheldon M. London, Esq.  
Florida Bar No. 112104  
9301 SW 94<sup>th</sup> Place  
Miami, Florida 33176  
(305) 596-5855

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ARTICLE V INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be changed from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and addresses of the initial directors of the corporation are:

Yolanda Coffman  
711 NW 201<sup>st</sup> Avenue  
Pembroke Pines, Florida 33029

Charles Coffman  
711 NW 201<sup>st</sup> Avenue  
Pembroke Pines, Florida 33029

ARTICLE VI INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is:

Sheldon M. London  
9301 SW 94<sup>th</sup> Place  
Miami, Florida 33176

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is:

Sheldon M. London  
9301 SW 94<sup>th</sup> Place  
Miami, Florida 33176

ARTICLE VIII BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX INDEMNIFICATION

To the fullest extent that limitations on the liability of directors and officers are permitted by Florida law, no director or officer of the corporation shall have any liability to the corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. The corporation shall indemnify, to the fullest extent permitted by Florida law, any person who was or is a party, or threatened to be made

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a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, including any appeal, if the person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding had no reasonable cause to believe their conduct was unlawful.


IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> of November, 1997.

  
Sheldon M. London

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 1997, by SHELDON M. LONDON, who is personally known to me or who has produced Fla. Drivers License as identification.

  
(Print) OLGA N. HUGHES  
Notary Public

OFFICIAL NOTARY SEAL  
OLGA N. HUGHES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC034550  
MY COMMISSION EXPI. DEC. 26, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY AGREE ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
(Registered Agent)

DATE: November 19, 1997

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