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Matthew A. McDonald
3404 S.W. 16th Terrace
Miami, FL 33145
Tel: (305) 445-9233

March 6, 1998

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Annual Reports Filings
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: McDonald's Marketing and Merchandising, Inc.

Gentlemen:

Enclosed for filing please find an original and a copy of the Articles of Incorporation of the referenced corporation, along with a check in the amount of \$70.00 for the required filing fees.

Please return a stamped copy for our files in the enclosed envelope.

Thank you

Matthew A. McDonald
Matthew A. McDonald

98 MAR 11 AM 8:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3/12/98

ARTICLES OF INCORPORATION
OF
McDonald's Marketing and Merchandising, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is: McDonald's Marketing and Merchandising, Inc.

ARTICLE II

ADDRESS

The initial principal office and mailing address of the Corporation is 3404 S.W. 16th Terrace, Miami, FL 33145

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of common stock, \$0.01 par value.

ARTICLE IV

PREEMPTIVE SHARES

The shareholders of this Corporation shall not be granted preemptive shares.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The initial Registered Agent to accept service of process within this state for the Corporation shall be Matthew A. McDonald and the initial Registered Office of the Corporation shall be located at 3404 S.W. 16th Terrace, Miami, FL 33145.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:
Matthew A. McDonald
3404 S.W. 16th Terrace
Miami, FL 33145

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TALLAHASSEE, FLORIDA

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation but shall not be less than one. The initial director of the Corporation shall be Matthew A. McDonald, with an address at 3404 S.W. 16th Terrace, Miami, FL 33145.

ARTICLE VIII

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IX

CORPORATE EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE X

INDEMNIFICATION

This Corporation shall indemnify and may insure any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE XI

AMENDMENT

These Articles of Incorporation or any amendment thereto may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9th day of March, 1998.

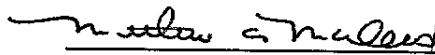


Matthew A. McDonald

Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent of McDonald's Marketing and Merchandising, Inc. and to accept service of process for McDonald's Marketing and Merchandising, Inc. at the place designated in these Articles of Incorporation, 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 this 9th day of March, 1998.



Matthew A. McDonald

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SECURITIES DIVISION
TALLAHASSEE, FLORIDA