

P98000025840



ACCOUNT NO. : 072100000032

REFERENCE : 747066 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 747066-005

CUSTOMER NO: 81040A

900002461979-4
-03/19/98-01049-009
*****122.50 *****122.50

CUSTOMER: Rollin D. Davis, Jr
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

DOMESTIC FILING

NAME: MJAH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 12:53

RECEIVED
98 MAR 19 AM 10:47
DIVISION OF CORPORATIONS
19/98

ARTICLES OF INCORPORATION
OF
MJAH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 12:53

ARTICLE I. - NAME

The name of the corporation is MJAH, Inc.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of acquiring the franchise and facilities, and thereafter operating a Hardee's fast food franchise and other businesses related thereto, and for the purpose of engaging in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock at a par value of One Dollar per share.

ARTICLE IV. - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation, shall have the right to purchase at the price it is offered to others the pro-rata share owned by that shareholder in relation to the outstanding stock of the corporation.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and principal office of this corporation is 8730 Ray Helms Road, Milton, Florida, 32583, the mailing address of the registered office and the mailing address of the corporation are that same address, and the name of the initial

registered agent of this corporation located at that same street address and with that same mailing address is B. Mack Helms, Jr. His signature below constitutes his acknowledgment that he is familiar with and accepts the obligations of the registered agent of the corporation.

ARTICLE VI. - INCORPORATOR

The name and address of the incorporator who is signing these articles below is B. Mack Helms, Jr., whose residence address is 8730 Ray Helms Road, Milton, Florida, 32583, and whose mailing address is the same.

ARTICLE VII. - NUMBER OF DIRECTORS

This corporation shall have no more than 9 nor less than 1 director, as may be provided in the by-laws. The name and address of the initial directors of the corporation, and the office which they shall hold initially are:

B. Mack Helms, Jr.
8730 Ray Helms Road
Milton, FL 32583

President

Myra J. Helms
8730 Ray Helms Road
Milton, FL 32583

Secretary/Treasurer

Anne K. Helms
8730 Ray Helms Road
Milton, FL 32583

Vice President

Jeffrey Craig Helms
158 Stearns Street
Gulf Breeze, FL 32561

Vice President

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this March 18, 1998.

B. Mack Helms Jr.

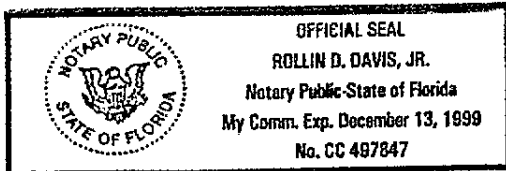
B. Mack Helms, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 19 PM 12:53

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was subscribed and acknowledged before me this 18th day
of March, 1998, by B. Mack Helms, Jr., who is personally known to me.



Rollin D. Davis Jr.
Notary Public - Rollin D. Davis, Jr.
My commission expires: 12/13/99