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5/06/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: POPEYES PIZZA OF MIAMI INC.
AUDIT NUMBER.....H98000008578
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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FLORIDA DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 5/7/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1998

FAS- T CORP. AGENTS, INC.

SUBJECT: POPEYES PIZZA OF MIAMI INC.
REF: W98000010253

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POPEYES PIZZA OF MIAMI INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of the corporation shall be:

POPEYES PIZZA OF MIAMI, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

Prepared by: Ana D. Ares
4080 S.W. 84th Ave.
Miami, Florida 33155
(305) 448-2072

H98000008578

(1) Transact any and all lawful business,

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name,

POPEYES PIZZA OF MIAMI, INC.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 50 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

ANA D. ARES
4080 SW 84 Ave.
Miami, Fl. 33155

The principal office shall be:

10660 FOUNTAINBLEAU BLV.
MIAMI, FL. 33172

ARTICLE VI

The initial Board of Directors shall consist of a total of
(1) person, and the name and address is:

MILTON CORZO
10229 NW 9TH ST CR APT 103
MIAMI, FL. 33172

PRESIDENT

The name and address of the incorporator executing these
Articles of Incorporation is:

ANA D. ARES
4080 SW 84 AVE
MIAMI, FL. 33155

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation, this 5TH day of MAY, 1998.



ANA D. ARES

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The Name of the corporation is:

POPEYES PIZZA OF MIAMI, INC.

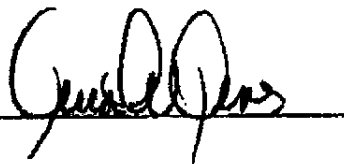
2. The name and address of the registered agent and office is:

ANA D. ARES
4080 SW 84 AVE.
MIAMI, FL. 33155

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE



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98 MAY - 7 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA