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Edward L. Stahley

Attorney at Law

VILLA D - 150 FORTENBERRY ROAD
MERRITT ISLAND, FLORIDA 32954-1766

POST OFFICE BOX 1766

July 16, 1998

(407) 453-3602
FAX (407) 453-3678

Hon. Sandra B. Mortham
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

RE: A K J CORPORATION
Our File No. 98-64

Dear Madame:

Enclosed find Articles of Incorporation for A K J CORPORATION, which we desire to incorporate under the laws of the State of Florida. We are also enclosing herewith a certificate designating place and agent for service of process, along with our check in the amount of \$122.50 to cover the following incorporation fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	\$35.00

Please attach your certificate to the enclosed copy of the Articles of Incorporation, returning same to me at your earliest convenience.

With kindest regards, I remain

Very truly yours,



Edward L. Stahley

Enclosures

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98 JUL 20 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-22-98

ARTICLES OF INCORPORATION
OF
A K J CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned hereby organize and incorporate for the purpose of forming a body corporation under and by virtue of "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1997", as amended, for the transaction of business, and under the following charter:

ARTICLE I

The name of the corporation shall be A K J CORPORATION.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be: To own, manage and otherwise operate a Burger King franchise restaurant business, including all functions related thereto; and to engage in any lawful business whatsoever, whether mentioned herein or not.

ARTICLE III

The total amount of the capital stock of the corporation shall be ONE THOUSAND (1,000) shares of common stock, having a nominal or par value of ONE (\$1.00) DOLLAR per share.

The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation as shall be fixed by the Board of Directors. Property or labor also may be purchased with the capital stock at such valuation as shall be fixed by the Directors.

ARTICLE IV

The amount of the capital, in lawful money of the United States of America, or its equivalent, with which the corporation shall begin business shall be the sum of FIVE HUNDRED (\$500.00) DOLLARS or more.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The Board of Directors of this corporation shall be any number not less than one or more than thirteen, fixed from time to time by the By-laws of the company.

ARTICLE VII

The principal office, or place of business, of this corporation shall be: 1789 Rockledge Frive, Rockledge, FL 32955.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-laws of this corporation and "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES, 1997", as amended, shall hold offices until the first meeting of the incorporators of said corporation, or until their successors are elected and qualified, shall be:

DIRECTOR

POST OFFICE ADDRESS

THOMAS L. NEWBERN, SR.

1789 Rockledge Drive
Rockledge, FL 32955

MARGUERITE W. NEWBERN

1789 Rockledge Drive
Rockledge, FL 32955

ARTICLE IX

The names and post office addresses of the subscribers of these Articles of Incorporation, the number of shares each agrees to take, and the value of the consideration therefore, (the sum of which is not less than the amount of initial capital apesified in Article IV), are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>CONSIDERATION</u>
THOMAS L. NEWBERN, SR.	1789 Rockledge Dr. Rockledge, FL 32955	250	\$250.00
MARGUERITE W. NEWBERN	1789 Rockledge Dr. Rockledge, FL 32955	250	\$250.00

ARTICLE X

The incorporators hereby designate THOMAS L. NEWBERN, SR., as registered agent and the registered office address is: 1789 Rockledge Dr., Rockledge, FL 32955.

ARTICLE XI

The business of the corporation shall be managed, controled, and conducted by a President, Vice-President, Secretary and Treasurer (any person may hold two or more offices) and by a Board of Directors. The directors shall be chosen annually after the annual meeting of stockholders. The officers who shall serve during the first year of the existence of the corporation or until their successors are elected and qualified, shall be:

<u>OFFICER</u>	<u>ADDRESS</u>
THOMAS L. NEWBERN, SR. President	1789 Rockledge Drive Rockledge, FL 32955
THOMAS L. NEWBERN, JR. Vice President	1903 Woodhaven Circle (#54) Rockledge, FL 32955
HOPE N. BOYD Vice President	3575 James Road Cocoa, FL 32926

MARGUERITE W. NEWBERN
Secretary/Treasurer

1789 Rockledge Drive
Rockledge, FL 32955

At the first meeting after incorporation, the incorporators, or the then stockholders, may proceed with the election of a President, Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer, if they choose, to fill the positions of those same terms, to-wit: during the first year of the existence of the corporation, or until after their successors are elected and qualified. The number of directors and their terms of office and manner of election, as well as their duties, shall be prescribed in the By-laws of the company.

A majority of the directors present at the meeting duly and regularly called shall constitute a quorum, and a majority vote of directors present shall control.

The first meeting of the stockholders will be held at the office of the Corporation at 1789 Rockledge Drive, Rockledge, FL 32955, on the 24th day of July, 1998, and thereafter on the 4th Friday of July of each year unless changed by the By-laws of this company.

All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of the stock shall be made payable in property, labor or services at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose. Property, labor or services may be also purchased or paid for with the capital stock at a just valuation of such property, labor or services to be fixed by the directors of the

company, at a meeting called for such purpose. All stock issued shall be fully paid and nonassessable. Stock shall be transferable only in a manner prescribed in the By-laws and every person becoming a stockholder by such transfer shall in proportion to his stock, succeed to all the rights and liabilities of the prior stockholder.

Immediately after the adjournment of the annual meeting of the stockholders, the directors shall hold their annual meeting for the election of officers and such other business as may properly come before this meeting. Meetings on the Board of Directors shall be held within or without the State of Florida, but meetings of the stockholders shall be held at the principal office of the corporation at 1789 Rockledge Drive, Rockledge, FL 32955. This corporation may have such other places to transact business within or without the State of Florida as may be deemed desirable and it may change its principal office by action of the Board of Directors.

The amount of indebtedness or liability to which the corporation may, at any time, subject itself, shall be unlimited. The corporation shall adopt By-laws for the government of its affairs not inconsistent with the Articles of Incorporation and the Laws of the State of Florida, which may be amended or replaced as provided in said By-laws.

IN WITNESS WHEREOF, the subscribers hereto set their hands and seals, this 16 day of July, 1998.

Signed, sealed and delivered
in the presence of:

Witness

Witness

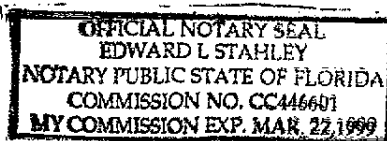
THOMAS L. NEWBERN, SR.

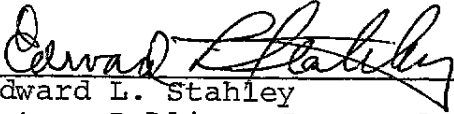
MARGUERITE W. NEWBERN

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, in and for the State of Florida, at large, personally appeared THOMAS L. NEWBERN, SR., and MARGUERITE W. NEWBERN, known to me to be the persons who executed the foregoing Articles of Incorporation of A K J CORPORATION and they acknowledged before me that they executed same for the purposes therein expressed.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said County and State, this 16 day of July, 1998.




Edward L. Stahley
Notary Public - State of Florida
at Large
My Commission expires: 3/22/99

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said act relative to keeping said office open.


THOMAS L. NEWBERN, SR.
Registered Agent

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE
OF PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST--THAT A K J CORPORATION, DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 1789 ROCKLEDGE DRIVE, ROCKLEDGE, BREVARD COUNTY,
FLORIDA 32955, HAS NAMED THOMAS L. NEWBERN, SR., LOCATED AT 1789
ROCKLEDGE DRIVE, ROCKLEDGE, FLORIDA 32955, ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 

THOMAS L. NEWBERN, SR.

TITLE: President

DATE: 7-16, 1998

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

SIGNATURE: 

THOMAS L. NEWBERN, SR.

DATE: 7-16, 1998

FILED
98 JUL 20 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA