

P98000073496

HOLLENBERG LEVIN SOLOMON ROSS BELSKY & DANIELS, LLP

ATTORNEYS AT LAW  
4400 NORTH FEDERAL HIGHWAY  
BOCA RATON, FL 33431  
561-451-3800  
TELEFAX 561-479-0732

Resident Counsel

THEODORE DANIELS

New York Office

585 STEWART AVENUE  
GARDEN CITY, NY 11530-4732  
516-745-6000  
Fax: 516-745-6642

August 5, 1998

Department of State  
Division of Corporations  
PO Box No. 6327  
Tallahassee, Florida 32314

600002610566--2  
-08/07/98--01052--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: C & R SOUTHWEST FOODS, INC.

Dear Sirs and Mesdames:

We enclose an original and copy of Articles of Incorporation for the above corporation and a check for \$122.50.

Please certify the copy and return it with your receipt to the undersigned. Thank you.

Very truly yours,



Theodore Daniels

td/mt  
Encl.

FILED  
98 AUG 21 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH AUG 21 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 12, 1998

THEODORE DANIELS, ESQ.  
4400 N. FEDERAL HWY.  
BOCA RATON, FL 33431

SUBJECT: C & R FOODS, INC.  
Ref. Number: W98000018287

We have received your document for C & R FOODS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 398A00041876

**ARTICLES OF INCORPORATION**

**OF**

**C & R SOUTHWEST FOODS, INC.**

**ARTICLE I - NAME**

**C & R SOUTHWEST FOODS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 6000 Glades Road, Suite 518, Boca Raton, Florida 33431

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares, all of which shall be common, without par value.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Theodore Daniels, 4400 North Federal Highway, Boca Raton, Florida 33431.

**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is Clark Gnann, 6000 Glades Road, Suite 518, Boca Raton, Florida 33431

**ARTICLE VI - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business. During the time that the corporation is a Taco Viva franchisee, its activities shall be limited to the operation of its franchise business and that issuance and transfer of voting stock is restricted by the terms of such franchise agreement.

**ARTICLE VII - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of the board of directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of August, 1998.

  
Clark Gnann

FILED  
98 AUG 21 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED  
98 AUG 21 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered officer/registered agent in the state of Florida:

1. Name of the Corporation is:

C & R Southwest Foods, Inc..

2. Name and address of the registered agent is:

Theodore Daniels  
4400 North Federal Highway  
Boca Raton, Florida 33431

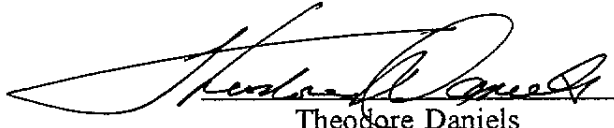
Signature



Title: President

Date: August 19, 1998

Having been named as registered agent and to accept service 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.

  
Theodore Daniels

Date: August 19, 1998