

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Santa Rosa Fast Foods Corporation

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**ARTICLES OF INCORPORATION
OF
SANTA ROSA FAST FOODS CORPORATION**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is **Santa Rosa Fast Foods Corporation.**

II.

Term of Existence

The date when corporate existence will commence is December 28, 1998 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Purposes and Powers

The purpose for which the Corporation is organized is to own and operate Burger King Restaurants. The Corporation has all of the powers available to a corporation incorporated in this state and, to the extent it is doing business in another state, all such additional powers as are available to a corporation doing business in such other state.

IV.

Principal Office

The principal office and mailing address of the Corporation is 3600 Springhill Business Park, Suite 200, Mobile, Alabama 36608.

Prepared by: David A. Boyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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V.

Capital Stock

The Corporation is authorized to issue 4,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

VI.

Shareholders' Pre-emptive Rights

The shareholders of the Corporation shall have pre-emptive rights.

VII.

Limitation of Liability and Indemnification

No director will have liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (a) the amount of a financial benefit received by a director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a circumstance under which Section 607.0834 of the Act is applicable; (d) an intentional violation of criminal law; or (e) a breach of the director's duty of loyalty to the Corporation or its shareholders.

The Corporation will indemnify any person who is or was an officer or director of the Corporation and who is made a party to (or threatened to be made a party to) any threatened, pending, or completed action, suit, or proceeding, (whether civil, criminal, administrative, or investigative and whether formal or informal), against liability to the full extent allowed under the Act.

The Corporation will indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

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VIII.**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

IX.**Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name**Address**

Murry J. Evans

3600 Springhill Business Park
Suite 200
Mobile, Alabama 36608**X.****Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name**Address**

David A. Beyer

101 E. Kennedy Boulevard
Suite 2000
Tampa, Florida 33602**XI.****Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

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XII.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XIII.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XIV.

Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XV.

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 28, 1998.


David A. Beyer, Incorporator


ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and to accept service of process for the above-stated Corporation, 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 am familiar with and accept my

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obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: December 28, 1998.


David A. Beyer

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