

P99000021233

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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Profit

1.) JEM RESTAURANT Group of Florida, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAR -8 AM 10:54

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7. SMITH MAR 08 1999

ARTICLES OF INCORPORATION

OF

JEM RESTAURANT GROUP OF FLORIDA, INC.

JOHN McGRATH, the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

JEM RESTAURANT GROUP OF FLORIDA, INC.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The purpose of this Corporation shall be limited to owning and operating one (1) or more Taco Bell franchise restaurants and to conduct business transactions directly related to such operations and ownership.

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be divided into 10,000 shares of common stock with a par value of \$1.00 per share; and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5020 West Cypress Street, Suite 200, Tampa, Florida, 33607, and the name of the initial Registered Agent of the corporation at that address is ROBERT E. MORRIS.

ARTICLE VI

DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

JOHN McGRATH
Post Office Box 866
Mt. Pleasant, South Carolina 29465

GARY FRAUENHOLZ
Post Office Box 331215
Atlantic Beach, Florida 32233

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-Laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

JOHN McGRATH
Post Office Box 866
Mt. Pleasant, South Carolina 29465

ARTICLE VIII

CORPORATE ADDRESS

The principal office of the corporation is 5020 West Cypress Street, Suite 200, Tampa, Hillsborough County, Florida, 33607.

ARTICLE IX

PRE-EMPTIVE RIGHTS/CUMULATIVE VOTING

The Corporation elects not to have pre-emptive rights; and the shareholders of the


Corporation shall have no right to cumulate their votes for Directors.

ARTICLE X

TRANSFER/ISSUANCE OF SHARES

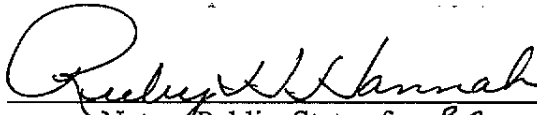
The transfer or issuance of stock of the Corporation shall be subject to the terms and conditions of any franchise agreement entered into with Taco Bell Corp., successors or assigns.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

 (SEAL)
JOHN McGRATH - Incorporator

STATE OF South Carolina)
COUNTY OF Charleston) ss:

The foregoing instrument was acknowledged before me this 4 day of March, 1999,
by JOHN McGRATH, who is personally known to me or who has produced
N/A as identification.


Notary Public, State of SC

My Commission Expires:

(NOTARY SEAL)

7/18/99

RUBY H. HANNAH
Typed/Printed Name of Notary

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

IN COMPLIANCE WITH CHAPTER 607 OF THE FLORIDA STATUTES AND
SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - That JEM RESTAURANT GROUP OF FLORIDA, INC., desiring to organize
or qualify under the laws of the State of Florida, with its initial registered office at 5020 West
Cypress Street, Suite 200, Tampa, Florida, 33607, has named ROBERT E. MORRIS, located at
5020 West Cypress Street, Suite 200, Tampa, Florida, 33607, as its agent to accept service of
process within Florida.



JOHN McGRATH - Incorporator

3/4/99

DATE

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.



ROBERT E. MORRIS

5 March 1999

DATE

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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