

OFFICE USE ONLY (Document #)

LEONARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

100002878621--7

-05/18/99--01030--015

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. R GROUP, INC.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2.00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 18, 1999

LAZARUS

MIAMI, FL

SUBJECT: R GROUP INC.
Ref. Number: W99000011635

We have received your document for R GROUP INC.. However, the document has not been filed and is being returned for the following:

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 499A00027532

RECEIVED
99 MAY 21 PM 2:59
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32314

FILED
99 MAY 21 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
RTM GROUP, INC.

I, THE UNDERSIGNED, BEING OF LEGAL AGE AND NATURAL PERSON, DO HEREBY SUBSCRIBE TO, ACKNOWLEDGE AND FILE THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF CREATING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE RTM GROUP, INC. AND THE INITIAL ADDRESS OF THE CORPORATION SHALL BE 7885 S.W. 34 TERR. MIAMI, FL. 33155.

ARTICLE II

THIS CORPORATION MAY ENGAGE IN ANY BUSINESS OR ACTIVITY PERMITTED BY THE LAWS OF FLORIDA.

ARTICLE III

THE CAPITAL STOCK AUTHORIZED, THE PAR VALUE THEREOF, AND THE CHARACTERISTICS OF SUCH STOCK SHALL BE AS FOLLOWS:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$ 0.01	COMMON

THE CONSIDERATION FOR ALL THE SAID STOCK SHALL BE PAYABLE IN CASH, AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF THE CORPORATION

ARTICLE IV

THIS CORPORATION SHALL COMMENCE ITS EXISTENCE IMMEDIATELY UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND SHALL EXIST PERPETUALLY THEREAFTER.

ARTICLE V

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE AT 7885 S.W. 34 TERR, MIAMI, FL. 33155, WITH THE PRIVILEGE OF HAVING ITS OFFICES AND BRANCH OFFICES AT OTHER PLACES WITHIN OR WITHOUT THE STATE OF FLORIDA. THE INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE REINALDO J TORRENTE

ARTICLE VI

THE CORPORATION SHALL HAVE AT LEAST ONE DIRECTOR, WITH THE EXACT NUMBER TO BE SPECIFIED BY THE STOCKHOLDERS FROM TIME TO TIME UNLESS THE STOCKHOLDERS SHALL, BY A MAJORITY VOTE THEREAFTER, DETERMINE THAT THE CORPORATION BE MANAGED BY THE STOCKHOLDERS.

ARTICLE VII

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE YEAR OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFY SHALL BE :

REINALDO J TORRENTE
7885 S.W. 34 TERR
MIAMI, FL. 33155

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS REINALDO J TORRENTE
7885 S.W. 34 TERR, MIAMI, FL. 33155

ARTICLE IX

NO CONTRACT OR OTHER TRANSACTION BETWEEN THIS CORPORATION AND ANY OTHER CORPORATION, AND NO ACT OF THIS CORPORATION, SHALL IN ANY WAY BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY OF THE DIRECTORS OF THIS CORPORATION ARE PECUNIARELY OR OTHERWISE INTERESTED IN, OR ARE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATION. ANY DIRECTOR INDIVIDUALLY, OR ANY FIRM OF WHICH ANY DIRECTOR MAY BE A MEMBER, MAY BE A PARTY TO, OR MAY BE PECUNIARILY OR OTHERWISE INTERESTED IN, ANY CONTRACT OR TRANSACTION OF THIS CORPORATION, PROVIDED THAT THE FACT THAT HE OR SUCH FIRM IS SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR A MAJORITY THEREOF, AND ANY DIRECTOR OF THIS CORPORATION, OR WHO IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THIS CORPORATION WHICH SHALL AUTHORIZED ANY SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF THERE WERE NOT SUCH A DIRECTOR OR OFFICER OF SUCH CORPORATION, OR NOT SO INTERESTED.

ARTICLE X

THE PRIVATE PROPERTY OF SUCH STOCKHOLDERS SHALL NOT BE SUBJECT PAYMENT OF THE CORPORATION DEBTS IN ANY EVENT.

ARTICLE XI

THIS CORPORATION SHALL INDEMNIFY AND INSURE ITS OFFICERS AND DIRECTORS TO THE FULLEST EXTEND PERMITTED BY THE LAW EITHER NOW OR THEREAFTER.

IN WITNESS WHEREOF, I THE UNDERSIGNED, BEING THE INCORPORATOR HEREIN BEFORE NAMED, FOR THE PURPOSE OF FORMING A CORPORATION TO DO BUSINESS BOTH WITH AND WITHOUT THE STATE OF FLORIDA, UNDER THE LAWS OF FLORIDA, MAKE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY DECLARING AND CERTIFYING THAT THE FACTS HEREIN STATED ARE TRUE, AND HEREUNTO SET MY HAND AND SEAL THIS 15th DAY OF MAY 1999


REINALDO J TORRENTE
INCORPORATOR

ARTICLES XII

THE BY-LAWS OF THIS CORPORATION MAY BE CREATED, AMENDED, CHANGED OR REPLACED BY EITHER THE STOCKHOLDERS OR THE DIRECTORS OF THE CORPORATION AT ANY DULY SHEDULED SPECIAL MEETING CALLED FOR THAT PURPOSE.

I, THE UNDERSIGNED, DO HEREBY SUBSCRIBE, ACKNOWLEDGE AND FILE THESE ARTICLES OF INCORPORATION, HEREBY CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE AND CORRECT AND ACCORDINGLY HERETO SET MY HAND AND SEAL THIS 15th DAY OF MAY, 1999


REINALDO J TORRENTE
DIRECTOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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 OFFICE/REGISTERED
AGENT, IN TH STATE OF FLORIDA.

- 1.- THE NAME OF THE CORPORATION IS: RTM GROUP, INC.
- 2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
REINALDO J TORRENTE
7885 S.W. 34 TERR.
MIAMI, FLORIDA. 33155

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

I HEREBY ACCEPT THE APOINTMENT AS REGISTERD 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 POSITIONAS REGISTERED AGENT.


REINALDO J TORRENTE

DATED: 5/15/99

FILED
99 MAY 21 PM 3:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA