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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

SPEEDY POPEYE, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -8 AM 7:07

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ARTICLES OF INCORPORATION
OF
SPEEDY POPEYE, INC.

SECRETARY OF STATE
TALAHASSEE, FLORIDA

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The undersigned acting as an Incorporator of **SPEEDY POPEYE, INC.** under the Florida Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be **SPEEDY POPEYE, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 20435 S.W. 114th PLACE, Miami, Florida 33198.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange

for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - COMMENCEMENT OF EXISTENCE

The existence of this corporation will commence upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE VII - INITIAL RESIDENT AGENT AND ADDRESS

The street address of the initial registered office of the corporation is 20435 S.W. 114th PLACE, Miami, Florida 33198, and the name of the initial registered agent of this corporation at that address is ASDRUBAL RODRIGUEZ.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial member of the board of directors is:

20435 S.W. 114th PLACE, Miami, Florida 33198
ASDRUBAL RODRIGUEZ

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - INCORPORATOR(S)

The name and street address of the incorporator is:

20435 S.W. 114th PLACE, Miami, Florida 33198
ASDRUBAL RODRIGUEZ

ARTICLE XI - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - MEETINGS

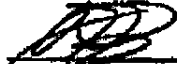
Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would

be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action. Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 1 day of July, 1999.



ASDRUBAL RODRIGUEZ

STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ASDRUBAL RODRIGUEZ, known to me to be the person described herein and who produced _____ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation and that the contents therein are known to be true to the best of his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1 day of July, 1999.



NOTARY PUBLIC, State of Florida



JOHN F. WILLIAMS
COMMISSION # CC636377
Large EXPIRES APR 13, 2001
BONDED THROUGH
AT FIDELITY BONDING CO., INC.

John F. Williams

PRINT NAME

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the State of Florida.

1. The name of the corporation is: SPEEDY POPEVE, INC.
2. The name and address of the registered agent and office is:

20435 S.W. 114th PLACE, Miami, Florida 33198
ASDRUBAL RODRIGUEZ

SIGNATURE



TITLE

DIRECTOR

DATE

7-1-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS 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.

SIGNATURE

ASDRUBAL RODRIGUEZ

DATE

7-1-99