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July 21, 1999

Florida Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

Re: 15320, INC.  
Document Number S69627

Dear Sir or Madam:

Enclosed is the original and two copies of an Amendment to Articles of Incorporation of 15320, INC., together with a check in the amount of \$43.75 for the filing fee and a certified copy of the articles as amended.

The certified copy should be sent to:

Sheldon M. London  
9301 S.W. 94th Place  
Miami, Florida 33176

Sincerely,

*Sheldon M. London*

Sheldon M. London

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enc.

*Amend  
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\*\*\*\*\*43.75 \*\*\*\*\*43.75

**AMENDMENT TO ARTICLES OF INCORPORATION  
OF 15320, INC.**

The undersigned President and Secretary of 15320, Inc., a Florida corporation, certify that on July 12, 1999, the Board of Directors and shareholders of the corporation approved amending Articles II and III of the Articles of Incorporation to read as follows:

**ARTICLE II**

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporation may be incorporated under Chapter 607, Florida Statutes.

Notwithstanding anything to the contrary in the preceding paragraph, so long as the corporation is a party to a Burger King Franchise Agreement, the corporation shall not engage in any business activity other than that which is directly related to the ownership and operation of franchised Burger King Restaurants.

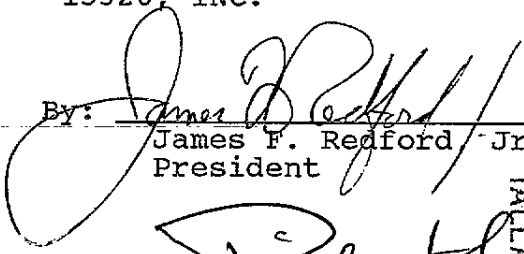
**ARTICLE III**

The maximum number of common shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share.

As long as the corporation is a party to a Burger King Franchise Agreement, the issuance and transfer of stock of the corporation is restricted. Stock may be issued or transferred only after authorization by Burger King Corporation in accordance with the terms and conditions outlined in the Franchise Agreement with Burger King Corporation.

IN WITNESS WHEREOF, the corporation by its President and Secretary have executed this Amendment to Articles of Incorporation this 20 day of July, 1999.

15320, INC.

By:   
James F. Redford, Jr.,  
President

Attest:   
Richard J. Vohanna  
Secretary

Prepared by: Sheldon M. London, Esq.  
Florida Bar No. 112104  
9301 SW 94<sup>th</sup> Place  
Miami, Florida 33176  
(305) 596-5855

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA