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OHIO SECRETARY OF STATE
PROCESSING STATEMENT
01/08/93

H0505-1627

CHARTER NUMBER: 834824
ROLL AND FRAME: H505-1627

CORPORATION:	DOCUMENT NUMBER	CODE	FEE
A.F.C. ENTERPRISES, INC.	92121414401	ARS	75.00

052525

RETURN TO: HERSCHEL, ACCETTOLA & BLOOM
ATTN C E BLOOM
615 ADAMS ST
TOLEDO OH 43604

0281

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The State of Ohio

Bob Taft

Secretary of State

834824

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Fillings; that said records show the filing and recording of: ARF

of:

A.F.C. ENTERPRISES, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll H505 at Frame 1629 of the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, this 30TH day of DEC, A.D. 19 92

Bob Taft

Bob Taft
Secretary of State

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H0505-1629

APPROVED
BY: [illegible]
DATE: 12-30-92
AMOUNT: $75
9 2121414401

ARTICLES OF INCORPORATION

OF

A.F.C. ENTERPRISES, INC.

ARTICLE I. NAME.

The name of the corporation is A.F.C. Enterprises, Inc..

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 33 S. Byrne Rd., Toledo, in Lucas County, State of Ohio.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the State of Ohio where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is one hundred (100), no par value.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the

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Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is Five Hundred Dollars ($500.00).

ARTICLE VIII. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

ARTICLE IX

The stock of this Corporation may not be sold to a third party without first offering said stock for sale to the Corproation or to the other stockholders.

In Witness Whereof, the undersigned have hereunto set their hands this 11 day of December, 1992.

Charles E. Bloom

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KNOW ALL MEN BY THESE PRESENTS that Charles E. Bloom of 615 Adams Street, Toledo, Ohio 43604, a natural person and resident of Lucas County, being the County in which the principal office of A.F.C. Enterprises, Inc is located, is hereby appointed as the person on whom process, tax notices and demands against A.F.C. Enterprises. Inc., may be served.

A.F.C., Enterprises, Inc.

By: _____
Charles E. Bloom

Dated: December 10, 1992

ACCEPTANCE

615 Adams Street
Toledo, Ohio 43604

December 10, 1992

The undersigned hereby accepts the appointment as agent of A.F.C. Enterprises, Inc. upon whom process, notices and demands may be served.

_____
Charles E. Bloom

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H505-1082

COMPANY

STREET ADDRESS

615

CITY STATE ZIP CODE

NAME

COMPANY

STREET ADDRESS

CITY STATE

CORRESPONDENCE