

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FRANKLIN of Miami Inc.
Name of Corporation

DOCUMENT NUMBER: F97000001719

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LeeAnn Barber
Name of Contact Person

Franklin of Miami Inc.
Firm/Company

11351 NW 36 Terrace
Address

miami Florida 33178
City/State and Zip Code

LeeAnn@Franklinusa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LeeAnn Barber at (305) 594-2000
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

*previously
on-enclosed
pending
correct
documents*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2011

LEEANN BARBER
FRANKLIN OF MIAMI INC
11351 NW 36 TERRACE
MIAMI, FL 33178

SUBJECT: FRANKLIN OF MIAMI, INC.
Ref. Number: F97000001719

We have received your document for FRANKLIN OF MIAMI, INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

We are enclosing the proper form(s) with instructions for your convenience.

Please return 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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 711A00002269

RECEIVED
11 FEB 15 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F97000001719

(Document number of corporation (if known))

1. Franklin of miami Inc.

(Name of corporation as it appears on the records of the Department of State)

2. ILLINOIS

(Incorporated under laws of)

3. April 23, 1997

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? FEBRUARY 7, 2011

5. Franklin of miami Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

Franklin USA Inc.

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Albert Benzion

(Typed or printed name of person signing)

President

(Title of person signing)

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com

FILED
FEB 7 - 2011

JESSE WHITE
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

File # 55258074 Filing Fee: \$50 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on page 4.): Franklin of Miami Inc.

2. Manner of Adoption of Amendment:
The following amendment to the Articles of Incorporation was adopted on January 20, 2011
in the manner indicated below: Month & Day Year

Mark an "X" in one box only.

- By a majority of the incorporators, provided no directors were named in the Articles of Incorporation and no directors have been elected. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.10, the Corporation having issued no shares as of the time of adoption of this amendment. (See Note 2 on page 4.)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment. (See Note 3 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the Articles of Incorporation were voted in favor of the amendment. (See Note 4 on page 4.)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10. (See Notes 4 and 5 on page 4.)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (See Note 5 on page 4.)

3. Text of Amendment:
a. When amendment effects a name change, insert the New Corporate Name below. Use page 2 for all other amendments.
Article I: Name of the Corporation: Franklin USA Inc. New Name

(All changes other than name include on page 2.)

Text of Amendment

- b. If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety.
For more space, attach additional sheets of this size.

