

TRANSMITTAL LETTER
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Department of State
Division of Corporations
P. O. 6327
Tallahassee, FL 32314

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-01/20/00--01096--010
*****78.75 *****78.75

SUBJECT: FranPro, Inc.
(Proposed corporate name – must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00
Filing Fee
- \$78.75
Filing Fee
& Certificate
- \$122.50
Filing Fee
& Certified Copy
- \$131.25
Filing Fee,
Certified Copy
& Certificate

Please return the photocopy to me with the filing date stamped on it.

FROM: LARRY D. GUSTAFSON
Name (printed or typed)

6239-1 Bay Club Drive
Address

Ft. Lauderdale, FL 33308
City, State & Zip

1 - 800 - 970 - 6347
Daytime Telephone Number

FILED
 00 JAN 20 PM 4: 02
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Handwritten: 1-26-00⁷⁹

ARTICLES OF INCORPORATION

FILED
00 JAN 20 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator adopts these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE 1. The name of the Corporation is: **FranPro, Inc.**

ARTICLE 2. The principle place of business and mailing address of this corporation is: **6239-1 Bay Club Dr., Ft. Lauderdale, FL 33308.**

ARTICLE 3. The corporation is authorized to issue one class of stock, that being 50,000 shares or any other number set by resolution by the Board of Directors, of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

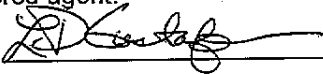
ARTICLE 4. The initial Board of Directors shall consist of 1 member, Larry D. Gustafson, 6239-1 Bay Club Drive, Ft. Lauderdale, FL 33308, who shall serve as President, Treasurer and Secretary.

ARTICLE 5. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

ARTICLE 6. The effective date of this filing is: **the actual date and time of filing.**

ARTICLE 7. The name and address of the corporation's registered agent is: **Larry D. Gustafson, 6239-1 Bay Club Dr., Ft. Lauderdale, FL 33308.**

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this document, 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 of Registered Agent:  Date: 1-17-2000

ARTICLE 8. The name and street address of the incorporator of this corporation is: **Larry D. Gustafson, 6239-1 Bay Club Dr., Ft. Lauderdale, FL 33308.**

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the 17 day of JAN, 2000.

Signature of Incorporator: 