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Florida Department of State
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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
Fax Number : (305)716-0346

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00 DEC -7 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FRANCHISE DEVELOPMENT CORPORATION

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ARTICLES OF INCORPORATION
OF

FRANCHISE DEVELOPMENT CORPORATION

00 DEC -7 AM
SECRETARY OF STATE
TALLAHASSEE, FL 32304
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
FRANCHISE DEVELOPMENT CORPORATION

The principal place of business of this corporation shall be:
**500 N.W. 165 Street Road, Suite 201
North Miami Beach, FL 33169**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: **20,000,000 Shares, Par Value .01 cent per share**

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

**Seymour Grossfeld
500 N.W. 165 Street Road, Suite 201
No. Miami Beach, FL 33169**

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator (s) to this articles of incorporation is (are):

Seymour Grossfeld
500 N.W. 165 Street Road
Suite 201
North Miami Beach, FL 33169

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 7th day of December 2000.

Signature(s) of Incorporator(s)



Seymour Grossfeld

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

FRANCHISE DEVELOPMENT CORPORATION

2. The name and address of the registered agent and office is: Ronald Drucker

500 N.W. 165 Street Road, Suite 201
(P.O. BOX NOT ACCEPTABLE)
North Miami Beach, FL 33169
(CITY/STATE/ZIP)

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SEC. OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE *Ronald Drucker*
President
TITLE _____
DATE December 7, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *Ronald Drucker*
DATE December 7, 2000