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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

FLORIDA PROFIT CORPORATION OR P.A.  
U.S. FRANCHISE CORPORATION

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DIVISION OF CORPORATIONS

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B. McKnight DEC 08 2000

**ARTICLES OF INCORPORATION**  
**OF**

**U.S. FRANCHISE CORPORATION**

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:  
**U.S. FRANCHISE 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):

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

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ARTICLE VI INCORPORATOR(S)

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

Ronald Drucker  
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)

  
Ronald Drucker

**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:

U.S. FRANCHISE 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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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