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PICK-UP WAIT MAIL

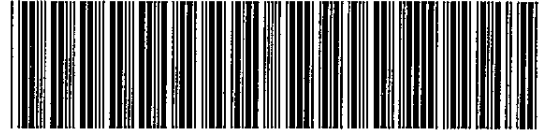
(Business Entity Name)

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03 JUL 31 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-5-03
[Signature]

TRANSMITTAL LETTER

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

SUBJECT: Franklin Price Group, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jennifer Price
Name (Printed or typed)

1115 Montezuma Drive
Address

Bradenton, FL 34209
City, State & Zip

(941) 792-6732
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

1. NAME: The name of this corporation is FRANKLIN PRICE GROUP, INC.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities or businesses permitted under the laws of the United States and Florida.
4. STOCK: The corporation is authorized to issue ONE HUNDRED (100) shares of common stock, all of one (1) class, at ONE DOLLAR (\$1.00) par value.
5. ADDRESS OF PRINCIPAL OFFICE: The address of the principal office of the corporation is:

Post Office Box 14748
Bradenton, Florida 34280

6. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered office and agent of this corporation is as follows:

Jennifer R. Price
1115 Montezuma Drive
Bradenton, Florida 34209

7. INITIAL BOARD OF DIRECTORS: This corporation shall have one (3) directors initially. The number of directors may be either increased or decreased from time to time by amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

Charles F. Price, IV

Post Office Box 14748
Bradenton, Florida 34280

Jennifer R. Price

Post Office Box 14748
Bradenton, FL 34280

8. INCORPORATOR: The name and address of the incorporator signing these Articles of Incorporation are:

Jennifer R. Price

Post Office Box 14748
Bradenton, Florida 34280

9. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.041 of the Florida Statutes, as amended.

11. PREEMPTIVE RIGHTS: Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized including the shares from the treasury of this corporation, in the ratio that the numbers of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting her to exercise her preemptive rights. This right may also within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of July, 2003.


JENNIFER R. PRICE, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


JENNIFER R. PRICE, Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME personally appeared JENNIFER R. PRICE, personally known to me or who has produced Florida Driver's License #: _____ as identification and is described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 28 day of July, 2003

MY COMMISSION EXPIRES:

MARY BETH SABINS
Notary Public, State of Florida
My comm. exp. Dec. 16, 2005
Comm. No. DD 078828

Mary Beth Sabins
Signed Name of Notary Public

Mary Beth Sabins
Typed Name of Notary Public
Commission No.: DD 078828

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 31 AM 11: 03

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