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ANDREW L. ADLER, P.A.
Attorney and Counselor At Law

13014 North Dale Mabry Highway, Suite 222 Tampa, FL 33618 Tel: 813-601-2215 Fax: 813-969-1754

November 7, 1998

VIA PRIORITY MAIL

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

300002691173--2
-11/19/98--01025--001
****131.25 *****87.50

Re: Franklin Financial Corporation of America

EFFECTIVE DATE
11-12-98

Gentlemen:

Enclosed are duplicate originals of the Articles of Incorporation for FRANKLIN FINANCIAL CORPORATION OF AMERICA, together with a check for \$131.25 representing the following:

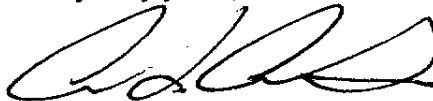
Filing Fee	\$ 35.00
Certified copy	52.50
Certificate	8.75
Registered Agent	
Designation	<u>35.00</u>

Total: \$ 131.25

Please file these Articles immediately upon receipt and return a certified copy along with a Certificate of Status to my office.

If you have any questions or if there is a problem with the filing, please telephone this office before returning the documents. Your prompt attention to this matter is appreciated.

Very truly yours,



Andrew L. Adler

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 19 AM 9:16

Enclosures

NOV 2 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

ANDREW L. ADLER, P.A.
13014 NORTH DALE MABRY HIGHWAY STE. 222
TAMPA, FL 33618

SUBJECT: FRANKLIN FINANCIAL CORPORATION OF AMERICA
Ref. Number: W98000026409

We have received your document for FRANKLIN FINANCIAL CORPORATION OF AMERICA and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The date of receipt was November 19, 1998. The earliest effective date you may use is November 12, 1998.,

Please return the original and one copy of 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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 398A00056160

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF**

FRANKLIN FINANCIAL CORPORATION OF AMERICA

ARTICLE 1: NAME

The name of this Corporation is: **Franklin Financial Corporation of America.**

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing November ¹² 7, 1998. *AAA*

EFFECTIVE DATE
11-12-98

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$.01 par value common stock.

**ARTICLE 5: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 2252 Winter Woods Blvd., Suite D, Winter Park, Florida 32792.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 13014 N. Dale Mabry Hwy., Suite 222, Tampa, FL 33618, and the name of the initial registered agent of this Corporation at that address is Andrew L. Adler.

ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 1 director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
R. Scott Pearson	3035-B George Mason Ave. Winter Park, FL 32792

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
R. Scott Pearson	3035-B George Mason Ave. Winter Park, FL 32792

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

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.

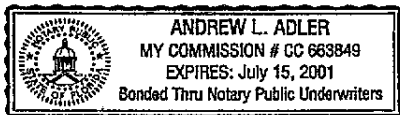
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of November, 1998.

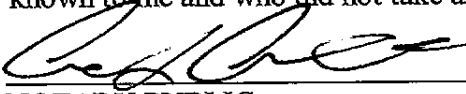


R. Scott Pearson
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of November, 1998, by R. Scott Pearson, who is personally known to me and who did not take an oath.





NOTARY PUBLIC -
STATE OF FLORIDA AT LARGE

My Commission Expires:

Andrew L. Adler

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 7th day of November, 1998.



Andrew L. Adler
Registered Agent