

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
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AL

FOREIGN PROFIT QUALIFICATION

FRANKLIN INDUSTRIES INC.

D/B/A FRANKLIN INDUSTRIES GROUP INC.

Certificate of Status	0
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned President and Chief Executive Officer, do hereby certify that this Resolution of the Board of Directors of FRANKLIN INDUSTRIES INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on September 26, 2001. Be it resolved, that FRANKLIN INDUSTRIES INC. organized and existing in the State of Delaware, hereby adopts the following name for use in the State of Florida:

FRANKLIN INDUSTRIES GROUP INC.

Date: September 26, 2001


James M. Franklin,
President/Chief Executive Officer

01 SEP 27

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. FRANKLIN INDUSTRIES INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. (PENDING)
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 9/12/01 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 184 18th LANE, GREENACRES FL. 33463
(Principal office address)
- PO Box 540817 - 6817 LAKEWORTH, FL. 33454
(Current mailing address)
8. INTERNET MARKETING, ADVERTISING, PRIVATE INVESTMENTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: James M. Franklin
- Office Address: 11811 18th Lane
- Greenacres, FL 33463 Florida
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James M. Franklin
(Registered agent's signature)

James M. Franklin

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

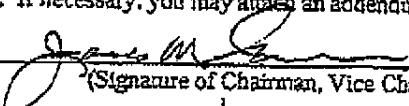
Chairman: JAMES M. FRANKLIN - CEO
Address: ~~2200 S. 5000TH AVE~~ 1811 18TH LANE
~~GREENACRES FL 33463~~
Vice Chairman: GREENACRES FL 33463
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

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B. OFFICERS

President: JAMES M. FRANKLIN - PRESIDENT
Address: 1811 18TH LANE
GREENACRES FL 33463
Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. JAMES M. FRANKLIN CEO
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKLIN INDUSTRIES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP 27



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1361633

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DATE: 09-26-01

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