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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 508092 4344659
AUTHORIZATION :
COST LIMIT : \$ 78.75

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TALLAHASSEE, FLORIDA

ORDER DATE : July 27, 2005
ORDER TIME : 9:53 AM
ORDER NO. : 508092-015
CUSTOMER NO: 4344659
CUSTOMER: Ms. Terri Lahner
Greenberg Traurig, P.a.
Suite 300 E.
777 South Flagler Dr.
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: OUT2.COM FRANCHISE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT#

EXAMINER: _____

**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:

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TALLAHASSEE, FLORIDA

1. Out2.com Franchise Corporation
(Name of corporation)
2. Delaware
(State or country under the law of which it is incorporated)
3. "applied for"
(FEI number, if applicable)
4. July 14, 2005
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 1700 Palm Beach Lakes Boulevard, 11th Floor, West Palm Beach, FL 33401
(Principal Office Address)
1700 Palm Beach Lakes Boulevard, 11th Floor, West Palm Beach, FL 33401
(Current mailing address)
8. To engage in any act or activity for which corporations may be organized under the Delaware General Corporation Law
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street


Tallahassee, FL 32301
(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.

CORPORATION SERVICE COMPANY

Jeanine Reynolds
as its agent

By: 
(Registered agent's signature)
Authorized Signatory

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.

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

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Director: Richard J. Haskins
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,
West Palm Beach, FL 33401
Director: Robert Leonard
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,
West Palm Beach, FL 33401
Director: Carmine A. DellaSala
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,
West Palm Beach, FL 33401

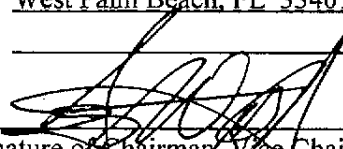
B. OFFICERS (Street address only - P.O. Box NOT acceptable)

CEO: Robert Leonard
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,

CFO: Richard J. Haskins
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,
West Palm Beach, FL 33401

COO, Secretary: Carmine DellaSala
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,
West Palm Beach, FL 33401

VP/Controller: Terri M. Wescott
Address: 1700 Palm Beach Lakes Blvd., 11th Floor,
West Palm Beach, FL 33401

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terri M. Wescott, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

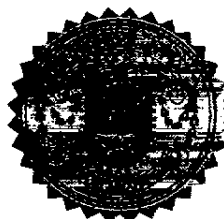
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUT2.COM FRANCHISE CORPORATION" 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-SEVENTH DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OUT2.COM FRANCHISE CORPORATION" WAS INCORPORATED ON THE FOURTEENTH DAY OF JULY, A.D. 2005.

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



3999915 8300

050618226

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4049866

DATE: 07-27-05