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1200 HAYS STREET
TALLAHASSEE, FL 32301
904-22-9111
904-22-0111 FAX

800-342-8042



ACCOUNT NO. : 072100000032
REFERENCE : 575276 4656A
AUTHORIZATION :
COST LIMIT : * PREPAID

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****122.50 ****122.50

ORDER DATE : April 11, 1995
ORDER TIME : 10:18 AM
ORDER NO. : 575276
CUSTOMER NO: 4656A

RUSH WILL WAIT

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

RUSH WILL WAIT

NAME: FRANCHISE RESOURCE INSTITUTE,
INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: _____

11/4/95
95 APR 11 PM 12:19
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 12 AM 12:04
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GREENBERG

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Elizabeth C. Calvin, L.A.
305-789-5449

April 10, 1995

Florida Division of Corporations
FOREIGN & NON-PROFIT SECTION
P. O. Box 6327
Tallahassee, Florida 32314

RE: **FRANCHISE RESOURCE INSTITUTE, INC.**

Enclosed herewith is one duly executed originals and two copies of APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, including accompanying required documents.

Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy.

Thank you for your assistance.

Very truly yours,



GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON, D.C.

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

95
DIVISION OF
CORPORATIONS
FILED
SECRETARY OF
STATE
P. 11
19

1. Franchise Resource Institute, Inc.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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
(State or Country under the law of which is incorporated)
3. Applied for: F.E.I. Number
(F.E.I Number, if applicable)
4. March 22, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.)
7. 120 International Parkway, Suite #220, Heathrow, Florida 32746
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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: Stephen Licking
Office Address: 120 International Parkway, Suite #220
Heathrow, Florida 32746
10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

Stephen A. Licking (Signature) Date: April 4, 1995

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

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: Stephen Licking

Address: 120 International Parkway, Suite #220
Heathrow, Florida 32746

B. OFFICERS:

President: Stephen Licking

Address: 120 International Parkway, Suite #220
Heathrow, Florida 32746

Secretary: Terri Licking

Address: 120 International Parkway, Suite #220, Heathrow, FL
32746

Treasurer: Terri Licking

Address: 120 International Parkway, Ste. #220, Heathrow, FL 32746

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

13. Stephen H. Licking
(Signature of Chairman, Vice Chairman, or any officer listed in #12)

DATE: April 4, 1995

14. Stephen H. Licking, President
(Print or type name and office of person signing this application)

Filing Fee: \$122.50

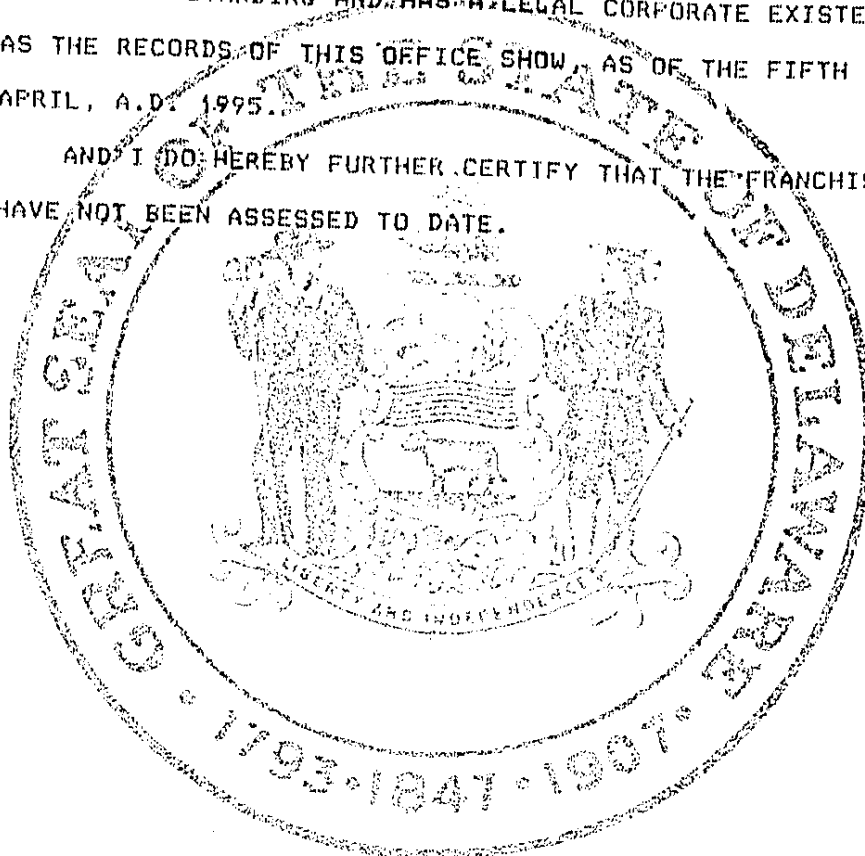
State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANCHISE RESOURCE INSTITUTE, 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 FIFTH DAY OF APRIL, A.D. 1995.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 11 PM 12:19

Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

7462958

DATE:

04-05-95