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September 11, 2000

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

Re: Global Franchise Development, LLC

To Whom It May Concern:

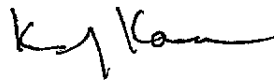
Enclosed please find an original and a duplicate of the Articles of Organization, Affidavit of Membership and Contributions, and Certificate of Designation Registered Agent/Registered Office form regarding the above-referenced limited liability company.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope that is enclosed. Also, please find enclosed a check in the amount of \$337.50 representing the following fees:

Receiving, filing and indexing	
Articles of Organization	\$250.00
Certified Copy of Articles of Organization	52.50
Registered Agent Fee	35.00
TOTAL:	<u>\$337.50</u>

If you have any questions, please contact me.

Sincerely,



Keith J. Kanouse
For the Firm

Enclosures
Cc w/o enc. Joanne Lombardi

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***337.50 ***155.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
GLOBAL FRANCHISE DEVELOPMENT, LLC**

ARTICLE 1 - NAME

The name of this limited liability company is Global Franchise Development, LLC

ARTICLE 2 - DURATION

This limited liability company will exist in perpetuity, unless dissolved in accordance with the Florida Limited Liability Company Act.

ARTICLE 3 - PURPOSE

This limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business control when in conflict with these Articles of Organization.

ARTICLE 4 - ADDRESS

The street address of the principal place of business and mailing address of this limited liability company is 4305 N.E. 21st Avenue, Suite 6, Fort Lauderdale, FL 33308.

ARTICLE 5 - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the limited liability company is Keith J. Kanouse. The initial registered office address is 6879 Giralda Circle, Boca Raton, FL 33433.

ARTICLE 6 - MANAGEMENT

The limited liability company will be managed a Management Committee consisting of 2 members. Their names and addresses are:

JoAnn Lombardi
4305 N.E. 21st Avenue
Suite 6
Ft. Lauderdale, FL 33308

Peter King
1515 E. Broward Blvd.
#322
Ft. Lauderdale, FL 33301

ARTICLE 7 - POWERS

This limited liability company has all of the powers enumerated in the Florida Limited Liability Company Act.

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CLERK OF CIRCUIT
JAIL LAHASSIE, FLORIDA

ARTICLE 8 - ADMISSION OF NEW MEMBERS

The members have the right to admit new members. Only new membership interests may be issued for the admission of new members. No existing membership may be transferred to a third party.

The terms and conditions for the admission of new members are as follows:

Any person or entity approved by a unanimous written consent of all existing members may, subject to the terms of the Regulations, become an additional member in the limited liability company by the sale of new interests for any consideration the members determine.

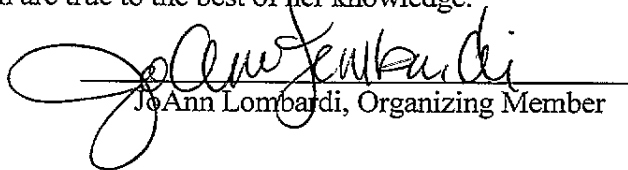
ARTICLE 9 - RIGHT OF CONTINUANCE

The members have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the limited liability company.

ARTICLE 10 - REGULATIONS

The Regulations may be adopted, altered, amended, or repealed by the members.

IN WITNESS WHEREOF, a member of the limited liability company has signed these Articles of Organization on August 31st, 2000 thereby affirming under penalties of perjury that the facts contained in these Articles of Organization are true to the best of her knowledge.


JoAnn Lombardi, Organizing Member

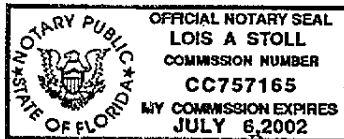
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on August 31, 2000 by JoAnn Lombardi, who personally appeared before me at the time of notarization.

NOTARY PUBLIC - STATE OF FLORIDA:



sign

[Handwritten Signature]

print

Lois Stoll

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced:

A.D. L516420696021


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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Subsection 608.407(1)(d) of the Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

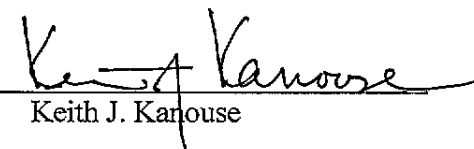
1. The name of the limited liability company is Global Franchise Development, LLC.
2. The name and address of the registered agent and office is:

Keith J. Kanouse
6879 Giralda Circle
Boca Raton, FL 33433

SIGNATURE 
TITLE JoAnn Lombardi, Organizing Member

DATE August 19, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
Keith J. Kanouse

DATE August 19, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA