2005 LIMITED LIABILITY COMPANY REINSTATEMENT

DOCUMENT# L04000000785

Entity Name: FRANKLIN CAPITAL GROUP LLC

FILED Sep 22, 2005 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

420 SE 19TH ST ONE MARKET SQUARE CENTER FT LAUDERDALE, FL 33316

151 N. DELAWARE STREET, SUITE 1510

INDIANAPOLIS, IN 46204

Current Mailing Address: New Mailing Address:

8160 SW 192ND STREET ONE MARKET SQUARE CENTER MIAMI, FL 33157 151 N. DELAWARE STREET, SUITE 1510

INDIANAPOLIS, IN 46204

FEI Number: 37-1481816 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

SCAFIDI, JOHN P 8160 SW 192 STREET MIAMI, FL 33157

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: JOHN P. SCAFIDI

Electronic Signature of Registered Agent Date

MANAGING MEMBERS/MANAGERS: ADDITIONS/CHANGES:

MGRM Title: () Delete (X) Change () Addition

SCAFIDI, CATHY CRUUZ SCAFIDI, JOHN Name: Name:

Address: 8160 S.W. 192ND STREET Address: 8160 S.W. 192ND STREET City-St-Zip: MIAMI, FL 33157 City-St-Zip: MIAMI, FL 33157

Title: Title: MGR () Change (X) Addition () Delete

Name: Name: DAKICH, THOMAS P

Address: Address: 151 N. DELAWARE STREET, SUITE 1510

City-St-Zip: City-St-Zip: INDIANAPOLIS, IN 46204

Title: () Delete Title: MGR () Change (X) Addition

Name: SCIALLA, GINA Name:

7908 3RD AVE., SUITE 201 Address: Address: City-St-Zip: City-St-Zip: BROOKLYN, NY 11209

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: JOHN P. SCAFIDI 09/22/2005