

Division of Corporations

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To:

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Fax Number : (850) 205-0381

From:

Account Name : KANOUSE & WALKER, P.A.
Account Number : 105503003644
Phone : (561) 451-8090
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FLORIDA NON-PROFIT CORPORATION

Stratis & Regus Franchisee Association, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
STRATIS & REGUS FRANCHISEE ASSOCIATION, INC.**

Article I - Name

The name of the corporation is Stratis & Regus Franchisee Association, Inc. (the "Association")

Article II - Address

The principal place of business and mailing address of the Association is:

Stratis & Regus Franchisee Association
150 JFK Parkway, Suite 100
Short Hills, NJ 07078

Article III - Purpose

The Association is organized for the purpose of being the independent franchisee association for Stratis franchisees and Regus franchisees of Stratis Business Centers, Inc. and transacting any and all other lawful business.

Article IV - Board of Directors

The Association will have a minimum of 3 directors and not more than 7 directors. All directors must be members of the Association. The number of directors may be either increased or diminished by the Bylaws but will never be fewer than 3. The directors will serve 2-year staggered terms and be elected at the annual meeting of the members as set forth in the Bylaws. However, the initial term beginning August 1, 2004 will be a one-year term for all directors. The names and address of the initial directors are:

Jesse Cohen - President
Stratis Business Centers
150 JFK Parkway Suite 100
Short Hills, New Jersey 07078

Larry Barton - Vice President
4000 Eagle Point Corporate Drive
Birmingham, Alabama 35242

Ray Lapiere- Treasurer and Secretary
273 Azalea Road, Two Office Park, Suite 300
Mobile, Alabama 36609

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Article V - Members

All franchisees of Stratis Business Centers, Inc. who sign a Subscription Agreement and pay the required dues become members of the Association. Membership is terminated when the franchise relationship is terminated. A buyer of an existing Stratis or Regus franchise becomes a member upon assuming the seller's franchise agreement or by signing a new franchise agreement and signing a Subscription Agreement and paying the required dues. The seller ceases to be a member.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office and name of the initial registered agent of the corporation are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

Article VII - Incorporator

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

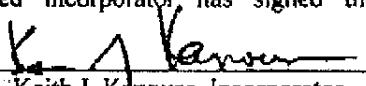
Article VIII- Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this revision.

Article IX - Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the members or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the members if the members specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

IN WITNESS WHEREOF, the undersigned incorporator, has signed these Articles of Incorporation on July 26, 2004.


Keith J. Kanouse, Incorporator

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TALLAHASSEE, FLORIDA**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation not for profit, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the corporation is Stratis & Regus Franchisee Association, Inc.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

SIGNATURE

TITLE

DATE July 26, 2004

Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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

DATE

July 26, 2004

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