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SHEPARD, FILBURN & GOODBLATT, P.A.

ATTORNEYS & COUNSELORS AT LAW

May 24, 2000

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300003268623--7  
-05/26/00--01077--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

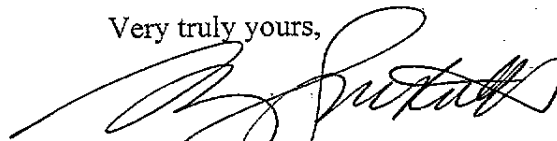
*Re: The Franklin Bay Company, Inc.*

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and a check in the amount of \$78.75. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,



Amy E. Goodblatt

AEG/jwr  
Enclosures

FILED  
00 MAY 26 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
THE FRANKLIN BAY COMPANY.

FILED  
00 MAY 26 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is The Franklin Bay Company Inc. and its principal place of business and mailing address is 509 E. Crystal Lake Street, Orlando, Florida 32806.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, Internet based business sales to the public.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 509 E. Crystal Lake Street, Orlando, Florida, 32806, and the name of the initial registered agent of this corporation at that address is Melissa J. Sauls.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Melissa J. Sauls  
509 E. Crystal Lake Street.  
Orlando, FL 32806

Chris W. Sauls  
509 E. Crystal Lake Street.  
Orlando, FL 32806

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Amy E. Goodblatt, Esquire  
221 Northeast Ivanhoe Boulevard  
Suite 205  
Orlando, Florida 32804

#### ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

24 day of May, 2000

  
Amy E. Goodblatt, Incorporator

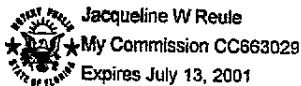
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24 day of May, 2000, by Amy E. Goodblatt, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

FILED  
00 MAY 26 PM 1:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTARY PUBLIC:



Sign: Jacqueline W. Reule  
Print: JACQUELINE W. REULE  
State of Florida at Large  
My Commission Expires: 7/13/01

Commission No. CC 663029

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for The Franklin Bay Company Inc., hereby accepts such appointment this 24 day of May, 2000, and states that she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Melissa J. Sauls  
Melissa J. Sauls