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LAW OFFICES
David A. Eaton, P.A.

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August 15, 2000

VIA FEDEX OVERNIGHT COURIER

HART C. COLLINS, Corporate Records Bureau
FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

RE: **FRENCH ENTERPRISES, INC.;**

Our File No. 1836-00-165

Dear Mr. COLLINS:

In connection with the above-referenced corporation which has been recently organized, please find enclosed the original document entitled "ARTICLES OF INCORPORATION OF FRENCH ENTERPRISES, INC.," dated August 7, 1999. The ARTICLES also include the necessary RESIDENT AGENT DESIGNATION, of even date.

Please find also enclosed our Firm check # 4566 in the sum of \$122.50, made payable to the FLORIDA DEPARTMENT OF STATE, which shall underwrite your fees for the following services:

Filing Fee for ARTICLES, per Fla. Stat. §607.0122 (1998)	\$	35.00
REGISTERED AGENT DESIGNATION Fee, per same §		35.00
Certified Copy of ARTICLES, per same §		<u>52.50</u>
Total	\$	122.50

Please proceed to process the documentation enclosed, and thereafter, kindly return to the undersigned the following, at your earliest convenience:

(a) LETTER OF ACKNOWLEDGMENT / RECEIPT;

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***122.50 ***78.75
87.50

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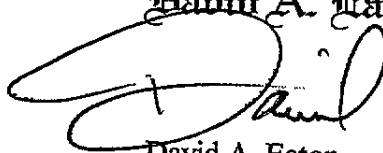
HART C. COLLINS, Corporate Records Bureau
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- (b) CERTIFICATE OF INCORPORATION for the herein named corporation;
and
- (c) Certified copy of the ARTICLES OF INCORPORATION] bearing the "date
of filing" stamp impressed on the original by the office of the FLORIDA
SECRETARY OF STATE.

If these matters are in need of further order, or any questions arise for any reason, please
contact the undersigned immediately.

Very truly yours,

David A. Eaton, P.A.



David A. Eaton

DAE/ema 000815

Enclosures

cc: LARRY B. FRENCH, Vice President
FRENCH ENTERPRISES, INC.
(without copy of enclosures)

LAW OFFICES

David A. Eaton, P.A.

ARTICLES OF INCORPORATION OF FRENCH ENTERPRISES, INC.

ARTICLES OF INCORPORATION of FRENCH ENTERPRISES, INC., herein subscribed by the undersigned, natural persons, of legal age and competent to contract, who hereby create, identify, and otherwise commence the perpetual existence of an association under the FLORIDA BUSINESS CORPORATION ACT, Chapter 607 (1999), of the laws of the State of Florida.

ARTICLE 1.

Name

The name of the corporation shall be:

FRENCH ENTERPRISES, INC.

ARTICLE 2.

Term of Existence

This corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE 3.

Purpose

The general nature of the business to be transacted by this corporation is:

- (a) to participate and engage in commerce, both domestically and internationally, of whatsoever kind or nature, across wire or cable, over the air waves, or via any otherwise form of technology;
- (b) to purchase, create, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description;
- (c) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;
- (d) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute mortgages, transfers of corporate assets, or other instruments necessary to secure the payment of corporate indebtedness as required;
- (e) to purchase the corporate assets of any other corporation and engage in the same or other character of business;
- (f) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of (I) the shares of the capital stock of, or (ii) any bonds, securities, or other evidences of indebtedness created by, any other

corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida;

- (g) the foregoing enumeration of powers shall not be construed to limit or restrict, in any manner, the powers of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, all powers and privileges enumerated and conferred upon corporations generally under Chapter 607 (1999), FLORIDA STATUTES.

ARTICLE 4.

Special Provision

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the INTERNAL REVENUE CODE and that the corporation will file as a "SUBCHAPTER S" corporation.

ARTICLE 5.

Capital Stock

The maximum number of shares of stock that the corporation is authorized to maintain as outstanding on any single instance is 100 shares of common stock, having a par value of TEN and 00/100 DOLLARS (\$10.00 U.S.) per share. All common shares shall be identical with each other

in every respect and the holders of common shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

ARTICLE 6.

Initial Capital

The amount of capital with which the corporation shall commence business shall not be less than the sum of FIVE HUNDRED and 00/100 DOLLARS (\$500.00 U.S.).

ARTICLE 7.

Initial Corporate Office and Registered Agent/Address

The location of the initial corporate office where the principal business of the corporation shall be conducted, in the State of Florida, shall be:

One Braeside Place
Clearwater, Florida 33759

The initial registered agent and the initial registered office for service of process, of whatever nature, shall be:

BRADLY S. FRENCH
One Braeside Place
Clearwater, Florida 33759

ARTICLE 8.

Initial Board of Directors

The corporation shall have two (2) director, initially.

The number of directors may be increased or decreased from time to time, as authorized under the corporation bylaws adopted by the stockholders, but the number shall never be less than one (1).

ARTICLE 9.

Initial Directors

The name and address of the initial member of the first board of directors is as follows:

<u>Name</u>	<u>Address</u>
BRADLY S. FRENCH	One Braeside Place Clearwater, Florida 33759
LARRY B. FRENCH	One Braeside Place Clearwater, Florida 33759

ARTICLE 10.

Cumulative Voting

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his or her shares and to give any single candidate as many votes as the number of directors to be elected multiplied by the number of shares may equal, or, to distribute said shareholder's votes on the same principal among as many candidates as that shareholder may deem fit, provided however, notice shall be given by any shareholder to the president or a vice president of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors where a shareholder intends to cumulate his or her votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE 11.

Incorporators and Stock Subscribers

The name, address, and number of shares subscribed to the Incorporators to the ARTICLES OF INCORPORATION is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
BRADLY S. FRENCH	One Braeside Place Clearwater, Florida 33759	50
LARRY B. FRENCH	One Braeside Place Clearwater, Florida 33759	50

The Incorporators certify that the proceeds of the stock subscribed will not be less than the amount of capital stock with which the corporation shall begin business as set forth herein.

ARTICLE 12.

Indemnity of Directors and Officers

Any person(s) made a party to any action, suit or proceeding by reason of the fact that such person(s), such person(s) testator, or intestator, is or was a director, officer or employee of the corporation, or any other corporation who served as such at the request of the within corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, except in relation to matters where it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of corporate duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions herein. A director shall not

be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken in reliance and good faith upon the financial statements of the corporation represented (a) to be correct by the president of the corporation or the officer having authority over the books of account, or (b) certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution the said director considers the assets to be of ample value.

ARTICLE 13.

Bylaws and Stockholders Agreement

The stockholders of the corporation shall have the sole power to adopt, amend, or repeal bylaws for the management of the corporation by the board of directors. By stockholders' agreement or bylaws the corporation may restrict the transfer or encumbrance of any or all of the corporation's stock, including, but not limited to, the provisions for the transfer of the stock owned by retiring, disabled, or deceased stockholders, or any stockholder required to sever financial interest in the corporation.

ARTICLE 14.

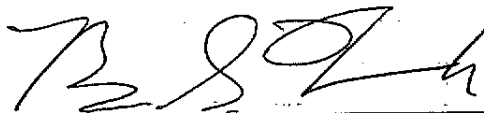
Amendments to the ARTICLES OF INCORPORATION

The within ARTICLES OF INCORPORATION may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed to the stockholders, and approved at a noticed stockholders' meeting by one hundred percent (100%) of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written

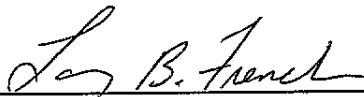
statement manifesting an intention that a certain amendment be effectuated to the ARTICLES OF
INCORPORATION.

IN WITNESS WHEREOF, the within ARTICLES OF INCORPORATION have been
executed, acknowledged, and approved by the undersigned Incorporators, created under the laws of
the State of Florida, and forthwith submitted to the FLORIDA DEPARTMENT OF STATE,
DIVISION OF CORPORATIONS, on the 7th day of August, 2000.

DATED the 7th day of August, 2000.



BRADLY S. FRENCH, Incorporator



LARRY B. FRENCH, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE THE UNDERSIGNED AUTHORITY the foregoing instrument was
acknowledged by Incorporator, BRADLY S. FRENCH, as being forthwith executed freely and
voluntarily for the purposes therein expressed, and who did take an oath.

SWORN TO AND SUBSCRIBED before the undersigned Notary Public on the __

7 day of August, 2000.

NOTARY PUBLIC, State of Florida at Large

(Seal)

SIGN: Nancy W DePaulo

PRINT: Nancy W DePaulo

(Check one) Personally known ☒
or Produced Identification F652-077-71-381-0

Form of I.D. Produced (if any) FL Drivers License

Notary Commission Expiration Insignia:

STATE OF FLORIDA
COUNTY OF PINELLAS



Nancy W. DePaulo
Commission # CC 952020
Expires June 29, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

BEFORE THE UNDERSIGNED AUTHORITY the foregoing instrument was
acknowledged by Incorporator, LARRY B. FRENCH, as being forthwith executed freely and
voluntarily for the purposes therein expressed, and who did take an oath.

SWORN TO AND SUBSCRIBED before the undersigned Notary Public on the __

7th day of August, 2000.

NOTARY PUBLIC, State of Florida at Large

(Seal)

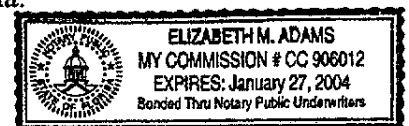
SIGN: Elizabeth M. Adams

PRINT: Elizabeth M. Adams

(Check one) Personally known ☒
or Produced Identification _____

Form of I.D. Produced (if any) _____

Notary Commission Expiration Insignia:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§ 607.0501 and 48.091, FLORIDA STATUTES (1999), the following representations are submitted:

That, FRENCH ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Clearwater, State of Florida, has named BRADLY S. FRENCH, located at One Braeside Place, City of Clearwater, State of Florida, as agent to accept service of process within the State of Florida.

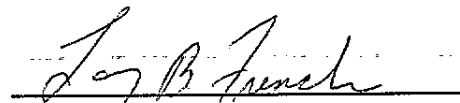
DATED the 7 day of August, 2000.

FRENCH ENTERPRISES, INC.

By:


BRADLY S. FRENCH, Incorporator

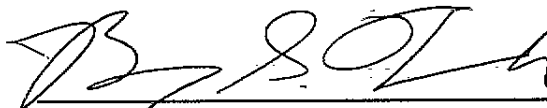
By:


LARRY B. FRENCH, Incorporator

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Having been named to accept service of process for the within corporation, at the place designated in the within certificate, it is hereby agreed that the undersigned shall act in said capacity, and further, that the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent.

DATED the 7 day of August, 2000.


BRADLY S. FRENCH

DAE 000801