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FLORIDA PROFIT CORPORATION OR P.A.

European Franchise Partners, Inc.

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**ARTICLES OF INCORPORATION  
OF  
EUROPEAN FRANCHISE PARTNERS, INC.**

The undersigned, acting as incorporator of European Franchise Partners, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is:

European Franchise Partners, Inc.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation,

This instrument was prepared by:  
James F. Heekin, Jr., Esq.  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
215 N. Eola Drive  
Post Office Box 2809  
Orlando, Florida 32802-2809  
(407)843-4600  
Florida Bar Number: 0302694

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European Franchise Partners, Inc.  
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including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 3260 University Boulevard, Suite 210, Winter Park, Florida 32792. The mailing address of the initial principal office of the corporation is 3260 University Boulevard, Suite 210, Winter Park, Florida 32792, and the name of the corporation's initial registered agent is James F. Heekin, Jr., whose address is 215 N. Eola Drive, Orlando, Florida 32801.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
James W. Heavener	3260 University Boulevard Suite 210 Winter Park, Florida 32792

#### **ARTICLE VII. INCORPORATORS**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James F. Heekin, Jr.	215 N. Eola Drive Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the

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board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### ARTICLE X. AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions, as defined in Section 607.0901(1)(b). This election is being made pursuant to Section 607.0901(5)(a).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

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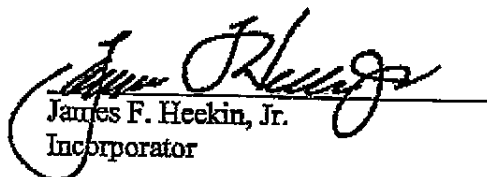
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**ARTICLE XI. CONTROL-SHARE ACQUISITIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions, as defined in Section 607.0902(2). This election is being made pursuant to Section 607.0901(5).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3d day of May, 2001.

  
James F. Heekin, Jr.  
Incorporator

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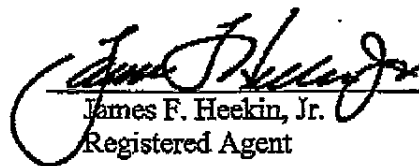
(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That European Franchise Partners, Inc. desiring to organize under the laws of the  
State of Florida with its initial principal office at 3260 University Boulevard, Suite 210,  
City of Winter Park, County of Orange, State of Florida and its mailing address at 3260  
University Boulevard, Suite 210, Winter Park, Florida 32792, as indicated in the Articles  
of Incorporation, has named James F. Heekin, Jr., located at 215 N. Eola Drive, City of  
Orlando, County of Orange, State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above,  
at the place designated in this certificate, I agree to act in that capacity and to comply with  
the provisions of the Florida Business Corporation Act relative to keeping open the  
registered office.

  
James F. Heekin, Jr.  
Registered Agent

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