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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT CORPORATION OR P.A.

fdha franchasing, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

JUN 27 2001

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**ARTICLES OF INCORPORATION**

**ARTICLE I - NAME**

The name of this corporation is FDHA Franchising, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The mailing address of this corporation shall be:

7500 Ulmerton Rd., Suite 29  
Largo, FL 33771

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 50,000,000 shares of one one-tenth of one cent (\$.001) par value common stock which shall be designated as "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4128 28<sup>th</sup> Street North, St. Petersburg, FL 33714 and the name of the initial registered agent of this corporation at that address is Wade Yeakle.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Director is:

James Marino  
7500 Ulmerton Rd., Suite 29  
Largo, FL 33771

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## ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Wade Yeakle  
Attorney at Law  
4128 28<sup>th</sup> Street North  
St. Petersburg, FL 33714

## ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE IX - INDEMNIFICATION


The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: June 27, 2001.

  
Wade Yeakle, Incorporator  
Attorney at Law

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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 Sec. 607.0501, Florida Statutes, the following is submitted:

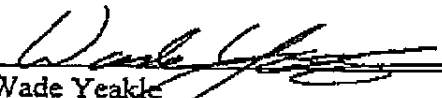
First that, FDHA Franchising, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Wade Yeakle, 4128 28<sup>th</sup> Street N., St. Petersburg, FL 33714 as its agent to accept service of process within Florida.

Dated: June 27, 2001.

  
Wade Yeakle, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 27, 2001.

  
Wade Yeakle

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