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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

BARONCI FRANCHISING OF AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION OF

BARONCI FRANCHISING OF AMERICA, INC.

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ARTICLE I - NAME

The name of this corporation is:

BARONCI FRANCHISING OF AMERICA, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the date these Articles are filed with the Florida Secretary of State, Department of Corporations. This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of one (\$1.00) dollar par value common stock.

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This Instrument Prepared by:

*The Law Offices of Norman D. Kaplan, P.A.
7770 West Oakland Park Boulevard, Suite 470
Fort Lauderdale, Florida 33351*

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the principal office of this corporation is 10603 West Atlantic Boulevard, Coral Springs, Florida 33071, and the mailing address is the same.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is Norman D. Kaplan, Esq., 7770 W. Oakland Park Boulevard, Suite 470, Sunrise, Florida 33351.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one 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. The initial director shall be:

Nicholas Baronci
10603 West Atlantic Boulevard
Coral Springs, Florida 33071

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is Nicholas Baronci, 10603 West Atlantic Boulevard, Coral Springs, Florida 33071.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X - AMENDMENT


The Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 the day of September, 2001.


NICHOLAS BARONCI, Incorporator

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me on Sept. 14, 2001, by NICHOLAS BARONCI, who is personally known to me.


Notary Public
My commission expires:

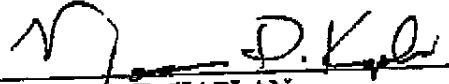


Adam Goldberg
Commission # CC 954825
Expires Aug. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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Oath of Acceptance of Registered Agent:

Having been named as Registered Agent to accept service of process as above, I hereby accept to act in said capacity and agree to comply with requirements of law in said regarding including keeping open said office.

 (SEAL)
NORMAN D. KAPLAN
The Law Offices of Norman D. Kaplan P.A.

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