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December 3, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: THE FRANJENN GROUP, INC.

Dear Sir/Madame:

Enclosed is one original and one (1) copy of the Articles of Incorporation and a check for:

\$87.50 filing fee, Certified Copy & Certificate

Sincerely,

Dale Brewster

Dale Brewster, Esquire
Attorney for FranJenn Group, Inc.
4911 Park Street North
St. Petersburg, Florida 33709
(727) 541-6671

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
THE FRANJENN GROUP, INC.**

In compliance with the requirements of Chapters 607 and 621, Florida Statutes (2001), the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is THE FRANJENN GROUP, INC., hereafter called the "Corporation."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 949 Apollo Beach Boulevard, #54, Apollo Beach, Florida 33572.

**ARTICLE III
REGISTERED AGENT**

FRANKLIN K. GREEN whose address is 949 Apollo Beach Boulevard, #54, Apollo Beach, Florida 33572, is hereby appointed as the initial registered agent of THE FRANJENN GROUP, INC.

**ARTICLE IV
PURPOSE AND POWERS OF THE CORPORATION**

The general purpose for which the corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Sections 607.0101 – 607.193, Florida Statutes). The corporation shall have and exercise any and all powers that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Section 607.302, Florida Statutes. Specifically, the corporation may own and operate restaurants or other commercial establishments and may enter into such franchises, licensing

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agreements and other contracts and arrangements necessary to conduct said business and to do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden law.

ARTICLE V DURATION

The period of duration of the corporation is perpetual.

ARTICLE VI AUTHORIZED SHARES

Initial Number. The aggregate number of shares that the corporation shall initially issue is ONE HUNDRED (100) shares of capital stock with a par value of ONE DOLLAR (\$1.00). The corporation may issue additional stock from time to time in the manner set forth in the Bylaws of the corporation.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No Classes of Stock. The shares of the corporation shall be of a single class. No preferences, qualifications, limitations, restrictions or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation, or any of the holders of such shares.

No Shares in Series. The corporation is not authorized to issue shares in series.

ARTICLE VII BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members who need not be residents of the State of Florida. The Bylaws of the corporation may provide for additional members of the Board of Directors and shall set forth the manner in which directors are elected. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Franklin K. Green	959 Apollo Beach Boulevard, #54 Apollo Beach, Florida 33572
Jennifer Green	959 Apollo Beach Boulevard, #54 Apollo Beach, Florida 33572

ARTICLE VIII OFFICERS

The names and addresses of the persons who shall serve as the initial officers are as follows:

<u>Name, Office</u>	<u>Address</u>
Franklin K. Green, President	959 Apollo Beach Boulevard, #54 Apollo Beach, Florida 33572
Jennifer Green, Vice-President	959 Apollo Beach Boulevard, #54 Apollo Beach, Florida 33572
William C. Shirley, Secretary-Treasurer	321 Brockfield Drive Sun City Center, Florida 33573

ARTICLE IX INCORPORATORS

The names and addresses of the initial incorporators are as follows:

<u>Name</u>	<u>Address</u>
Franklin K. Green	959 Apollo Beach Boulevard, #54 Apollo Beach, Florida 33572
Jennifer Green	959 Apollo Beach Boulevard, #54 Apollo Beach, Florida 33572

**ARTICLE X
AMENDMENTS**

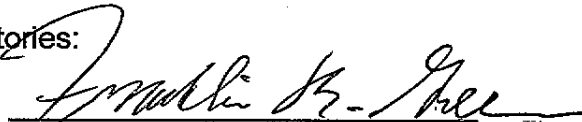
The shareholders shall have the power to adopt, alter, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than Seventy-Five Percent (75%) vote of the common stock then issued by the corporation.

**ARTICLE XI
STOCKHOLDER RIGHTS**

An affirmative vote of Seventy-Five Percent (75%) of all of the shares of the corporation shall be required for any shareholder action. The holders of the stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of authorized shares of the stock held by the holder to all shares of stock currently authorized. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish.

In Witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation this 30th day of November, 2001.

Signatories:



FRANKLIN K. GREEN



JENNIFER GREEN

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me a Notary Public in and for the State of Florida personally appeared on this the 30th day of November, 2001, FRANKLIN K. GREEN and JENNIFER GREEN, to me personally known, and known to be the same person who signed the foregoing Articles of Incorporation, as the initial incorporators of The FranJen Group, Inc.

Dale Brewster

Notary Public

My Commission Expires:



Dale Brewster

My Commission CC978901

Expires November 01 2004

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS CHAPTER 607.0501 OR FS CHAPTER 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is THE ^{FRANJENN} GROUP, INC.
2. The name and address of the registered agent and office is:

FRANKLIN K. GREEN
(name)

949 APOLLO BEACH BOULEVARD, #54
(address)

APOLLO BEACH, FLORIDA 33572
(city/state/zip)

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


FRANKLIN K. GREEN

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