

P01000118289

PTS Franchise Corporation  
5125 Willow Leaf Drive  
Sarasota, Florida 34241

December 10, 2001

Doris Brown  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

800004724728--5  
-12/13/01--01059--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

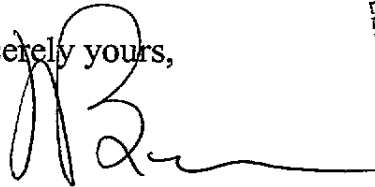
**Re: Incorporation of PTS Franchise Corporation**

Dear Ms. Brown

Enclosed please find the original and one copy of the Articles of Incorporation for **PTS Franchise Corporation** and our check for \$87.50. This should cover the filing fee, return of a certified copy.

Please mail the return copy to the above-mentioned address. Should you have any questions, please call me at 941/ 923-1553. Thank you for your attention in this matter.

Sincerely yours,



Thomas N. Burnham

FILED  
01 DEC 13 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gy 12/14

**ARTICLES OF INCORPORATION**  
**OF**  
**PTS FRANCHISE CORPORATION**

**FILED**  
01 DEC 13 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is PTS International Franchise Corporation and its principal office or mailing address is 5125 Willow Leaf Drive, Sarasota, Florida 34241.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of the Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue the following shares of stock:

**CLASS A VOTING COMMON**

Fifty Million (50,000,000) shares of Class A Voting Common Stock having no par value. This class of stock shall be voting stock and shall elect all members of the Board of Directors. Rights to dividends, distribution and liquidation proceeds of this class are subject to the rights of the issued and outstanding shares of the Class B Non-Voting Preferred Stock.

**CLASS B NON-VOTING PREFERRED**

Ten Million (10,000,000) shares of Class B Non-Voting Stock having no par value. This class of stock shall have no voting rights and shall not elect any directors. Outstanding shares of this class confer preferential rights to dividends, distribution and liquidation proceeds, as may be set by the Board of Directors, over the outstanding shares of Class A Voting Common Stock.

#### **ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 5125 Willow Leaf Drive, Sarasota, Florida 34241, and the name of the initial registered agent is Thomas N. Burnham.

#### **ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. 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 of the initial director of this Corporation is:

##### **NAME**

##### **ADDRESS**

Thomas N. Burnham

5125 Willow Leaf Drive  
Sarasota, Florida 34241

#### **ARTICLE 7: INCORPORATOR**

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

##### **NAME**

##### **ADDRESS**

Thomas N. Burnham

5125 Willow Leaf Drive  
Sarasota, Florida 34241

#### **ARTICLE 8: PREEMPTIVE RIGHTS**

Each holder of the common stock of this corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the Treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for the purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

#### **ARTICLE 9: INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

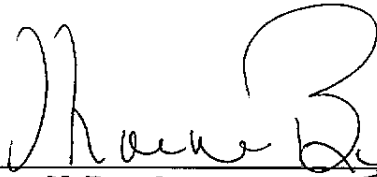
**ARTICLE 10: BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 11: AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed the Articles of Incorporation this 10 day of Dec, 2001.

  
\_\_\_\_\_  
Thomas N. Burnham

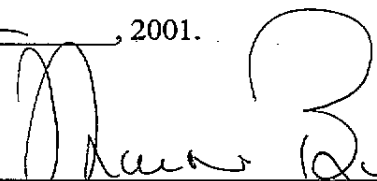
"Incorporator"

FILED  
01 DEC 13 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 10 day of Dec, 2001.

  
\_\_\_\_\_  
Thomas N. Burnham, Registered Agent