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TRANSMITTAL LETTER

April 29, 2002

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

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-05/01/02--01077--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: FRANKLY FLORA, INC.  
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and certified copy fee.

Mark J. Racicot

FROM: Mark J. Racicot

ADDRESS: 848 Naples Dr.

Orlando, FL 32804

Daytime # (407) 740-7490

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
02 MAY -1 AM 11:11

5-7-02

FILED  
CLERK OF STATE  
CORPORATIONS  
02 MAY -1 AM 11:11

**ARTICLES OF INCORPORATION  
OF  
FRANKLY FLORA, INC.**

The undersigned subscribers, natural persons competent to contract, for the purposes of the forming a corporation under the laws of the State of Florida, adopts the following ARTICLES OF INCORPORATION for the corporation:

**ARTICLE ONE: NAME** - The name of the proposed corporation is: FRANKLY FLORA, INC.

**ARTICLE TWO: DURATION** - The duration of the corporation is perpetual.

**ARTICLE THREE: CAPITALIZATION** - The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares which shall be common stock having no par value. Each share shall have one vote on all business affairs of the corporation, at any business- meeting.

**ARTICLE FOUR: PRINCIPLE OFFICE OF THE CORPORATION AND THE REGISTERED AGENT** - The registered agent of the corporation shall be: Mark J. Racicot, 848 Naples Dr., Orlando, FL 32804. The principal office of the corporation shall be: 848 Naples Dr., Orlando, FL 32804.

**ARTICLE FIVE: DIRECTORS AND PRINCIPAL OFFICERS**- The number of directors and/or principal officers of this corporation is one. The name and address of the director and/or principal officer, who shall constitute the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected, qualified and sworn to up hold the by-laws is: Mark J. Racicot  
848 Naples Dr.  
Orlando, FL 32804

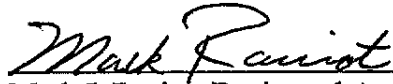
ARTICLE SIX: Name and street address of the incorporator of these Articles of  
Incorporation is Lori S. Noel, Paralegal, P.O. Box 547272, Orlando, Florida 32854.



Date: 4/29/02

Lori S. Noel, Incorporator  
P.O. Box 547272  
Orlando, Florida 32854  
(407) 599-0088

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 my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark J. Racicot/Registered Agent

4.29.02

Date