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September 25, 2002

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

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-09/30/02--01034--014
*****78.75 *****78.75

RE: FRIENDLY FRANKIE'S V. P., INC.

Gentlemen:

Enclosed please find a check in the amount of \$78.75 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to FRIENDLY FRANKIE'S V.P., INC. Although Mr. Milligan is not the registered agent in this matter, please return the articles to this office.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

John P. Milligan, Jr.

John P. Milligan, Jr., Esq.

JPM/vks

Enclosures as stated

FILED
2002 SEP 30 PM 2:26
TALLAHASSEE FLORIDA

✓
10/3/02

**ARTICLES OF INCORPORATION
OF
FRIENDLY FRANKIE'S V. P., INC.**

FILED
2002 SEP 30 PM 2:26
SEAL COUNTY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

FRIENDLY FRANKIE'S V. P., INC.

The address of the principal office of this corporation shall be 2763 Geary Street, Matlacha, Florida 33993, and the mailing address of the corporation shall be Post Office Box 156, Matlacha, Florida 33993.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2763 Geary Street, Matlacha, Florida 33993, and the name of the initial registered agent of the corporation is Richard Frank.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS


All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than five. The name and street address of the initial members of the Board of Director are:

Richard Frank
Post Office Box 156
Matlacha, Florida 33993

ARTICLE VIII - INCORPORATORS

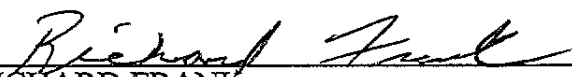
The names and street addresses of the persons signing these Articles of Incorporation is:

Richard Frank
Post Office Box 156
Matlacha, Florida 33993


RICHARD FRANK

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Richard Frank, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


RICHARD FRANK

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2002 SEP 30 PM 2:26

SECRETARY OF STATE
TALLAHASSEE FLORIDA