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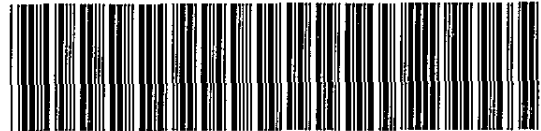
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 073203 122370A

AUTHORIZATION : *Patricia Fajardo*

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 2003

ORDER TIME : 2:19 PM

ORDER NO. : 073203-005

CUSTOMER NO: 122370A

CUSTOMER: Ms. Sherrie A. Brewer
Stephen G. Watts, P.a.

809 Druid Road

Clearwater, FL 33756

DOMESTIC FILING

NAME: VIEWPOINT FRANCHISE
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward, Ext. 1135

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VIEWPOINT FRANCHISE INTERNATIONAL, INC.

Article I - Name

The name of the corporation is **VIEWPOINT FRANCHISE INTERNATIONAL, INC.** and the principal office and mailing address is 483 Mandalay Ave., Ste. 210, Clearwater, Florida 33767.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation is organized for the following purpose: the general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article IV - Capital Stock

This corporation is authorized to issue 500 shares of common stock, having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 483 Mandalay Ave. Ste. 210, Clearwater, Florida 33767, and the name of the initial registered agent of this corporation at that address is RODERICK J. GILLIS, III.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is/are:

RODERICK J. GILLIS, III

Article VII - Incorporator


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

RODERICK J. GILLIS, III

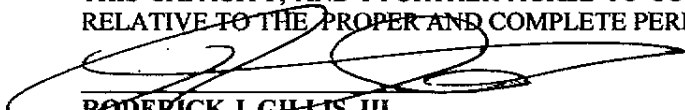
Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of April, 2003.


RODERICK J. GILLIS, III


HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

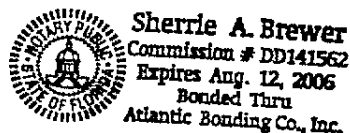

RODERICK J. GILLIS, III

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **RODERICK J. GILLIS, III**, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation; and acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal this 28 day of April 2003.


Sherrie A. Brewer, Notary Public
My commission expires:



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