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(Requestor's Name)

(Address)

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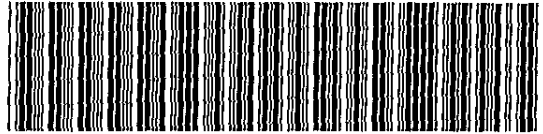
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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DOUGLAS J. BURNS, P.A.

Attorney at Law
Certified Public Accountant

Water's Edge Office Center
2963 Gulf-to-Bay Blvd. - Suite #120
Clearwater, FL 34619
Ph. (727) 725-2553
Fax (727) 725-9584



September 23, 2003

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

Re: S.R.E. Franchising Systems, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for S.R.E. Franchising Systems, Inc, along with a check in the amount of \$78.75 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions. Thank you for your assistance.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Douglas J. Burns'.

Douglas J. Burns

DJB:isb

Enclosures

corp\ltr\articles.sos

**ARTICLES OF INCORPORATION
OF
S.R.E. FRANCHISING SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be
S.R.E. FRANCHISING SYSTEMS, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial and mailing address of the principal office of the proposed corporation in the State of Florida shall be:

44 Sandpiper Road
Tampa, FL 33609

ARTICLE VII

The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

BART NOLDE
44 Sandpiper Road
Tampa, FL 33609

ARTICLE VIII

SUBSCRIBERS: The name and address of the Subscriber of this Corporation is:

BART NOLDE
44 Sandpiper Road
Tampa, FL 33609

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: **S.R.E. FRANCHISING SYSTEMS, INC.** names and designates BART NOLDE, the Registered Agent and also establishes 44 Sandpiper Road, Tampa, FL 33609 as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of **S.R.E. FRANCHISING SYSTEMS, INC.**, does place his hand and seal this 22nd day of September, 2003, at Tampa, Florida.

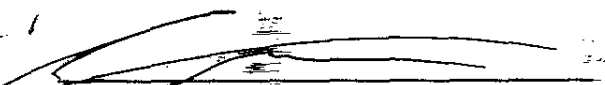
In the presence of:



WITNESS



WITNESS


Bart Nolde

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me personally appeared Bart Nolde, personally
known to me or has produced FLDLN 430064602840 as identification and who
[did] [did not] take an oath, and known to be the person described in and who
executed the foregoing instrument as Subscriber to the foregoing Articles of
Incorporation who, after being first duly sworn, acknowledges that he executed
same for the purposes set forth and that all information is true
and correct to his best knowledge and belief.

WITNESS my hand and seal on this 22nd day of September, 2003, at Tampa,
Florida.

Maria Alarcon

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: MARIA ALARCON

My Commission Expires: 4/10/2005



ACCEPTANCE BY REGISTERED AGENT

I, **Bart Nolde**, 44 Sandpiper Road, Tampa, FL 33609, do hereby accept appointment as Registered Agent of **S.R.E. FRANCHISING SYSTEMS, INC.**, together with the duties and responsibilities attaching to such appointment

STATE OF FLORIDA
COUNTY OF PINELLAS


BART NOLDE

Before me personally appeared BART NOLDE, to me well known or
FLDL# N430 064 60284-0
produced _____ as identification and who [did] [did not]

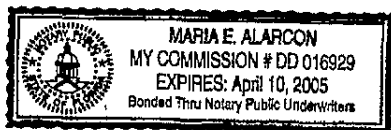
take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 20 day of September, 2003.


NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: **MARIA ALARCON**

My Commission expires: **4/10/2005**



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TALLAHASSEE, FLORIDA