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11/3/2003 3:17 PM

PAGE 2/

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Division of Corporations  
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From:

**GAIL S. ANDRE**  
Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407)843-4600  
Fax Number : (407)843-4444

**PLEASE ARRANGE FILING OF THE ATTACHED CERTIFICATE OF DOMESTICATION AND ARTICLES OF INCORPORATION, AND RETURN A CERTIFICATE OF STATUS AND CERTIFICATION OF FILING TO ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.**

**PLEASE FILE DOCUMENTS WITH THE ORIGINAL FILING DATE OF OCTOBER 31, 2003, THE DATE WHICH THE DOCUMENTS WERE ORIGINALLY SUBMITTED.**

**DOMESTICATION**

FransAction, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	83
Estimated Charge	\$131.50

Electronic Filing Menu

Corporate Filing

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407-843-4444

11/7/2003 3:17 PAGE 3/7 RightFax

Department of State 11/3/2003 10:35 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 3, 2003

LOWNDEW DROSDICK DOSTER KANTOR & REED PA

SUBJECT: FRANSACTON, INC.  
REF: W03000032134

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P03000120861.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filings Section

FAX Aud. #: E03000308272  
Letter Number: 503A00059639

R03000308272 3

**CERTIFICATE OF DOMESTICATION**

The undersigned, Christopher Swartz, President of **UPTOWN RESTAURANT GROUP, INC.**, a Colorado corporation (the "Corporation"), in accordance with the provisions of Section 607.1801, of the Florida Statutes, does hereby certify:

1. The date on which the Corporation was first formed was February 23, 1996.
2. The jurisdiction where the above named Corporation was first incorporated was the State of Colorado.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Uptown Restaurant Group, Inc.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to the provisions of Sections 607.0202 and 607.0401 of the Florida Statutes with this certificate is **FransAction, Inc.**
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Colorado.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to the provisions of Section 607.1801 of the Florida Statutes.
7. I am the President of the Corporation, and I am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this the 29th day of October, 2003.

**UPTOWN RESTAURANT GROUP,  
INC., a Colorado corporation**

By: 

Christopher Swartz, President

R03000308272 3

B03000308272 3

**AFFIDAVIT PURSUANT TO  
SECTION 607.0120, FLORIDA BUSINESS CORPORATION ACT**

State of Florida  
County of Collier

BEFORE ME, the undersigned authority, FransAction, Inc., a Florida Corporation, who being duly sworn, does swear and certify as follows:

That on November 5, 2003 the Corporation filed Articles of Voluntary Dissolution with the Florida Department of State under Document No. P03000120861.

That the Corporation will not revoke the voluntary dissolution of record.

That the Corporation hereby releases the corporation name for use by any other corporation entity.

**FransAction, Inc., Florida Corporation**

By   
Chris Beards

State of Florida  
County of *Seminole*

The foregoing Affidavit was sworn to and subscribed before me, undersigned authority, this 5<sup>th</sup> day of November, 2003.

  
Typed or Printed Name of Notary  
Commission No. & Expiration



Patsy M. Chase  
My Commission 00282586  
Expires March 04, 2005

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TALLAHASSEE, FLORIDA

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H03000308272 3

**ARTICLES OF INCORPORATION****OF****FRANS ACTION, INC.****ARTICLE I - NAME**

The name of this corporation is FransAction, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office and the mailing address of the corporation shall be 300 International Parkway, Suite 100, Heathrow, Florida 32746.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue FIFTY MILLION (50,000,000) shares of no par value common stock.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is James F. Heekin, Jr.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Christopher Swartz

300 International Parkway, Suite 100  
Heathrow, Florida 32746

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H03000308272 3

H03000308272 3

Eric Swartz

300 International Parkway, Suite 100  
Heathrow, Florida 32746

Michael Cronin

300 International Parkway, Suite 100  
Heathrow, Florida 32746

Harold L. Kestenbaum

300 International Parkway, Suite 100  
Heathrow, Florida 32746ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

James F. Heekin, Jr.

215 North Eola Drive  
Orlando, Florida 32801IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 30th day of October, 2003.  
James F. Heekin, Jr., IncorporatorACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of FransAction, Inc.

  
James F. Heekin, Jr., Registered Agent03 OCT 31 PM 1:29  
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