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06 JUL 28 PM 2:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/31/06

**SIEFERT & SIEFERT, P.A.**

ATTORNEYS AT LAW  
351 NE EIGHTH AVENUE  
OCALA, FLORIDA 34470

TELEPHONE: (352)732-0141 TELEFAX: (352)732-4295

July 27, 2006

State of Florida  
Corporate Record Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
06 JUL 28 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: RHYMES FRANCHISES, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above corporation, together with our trust account check for \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy	<u>\$8.75</u>
Total	<b>\$78.75</b>

Please send a certified copy to me at your earliest convenience in the overnight envelope provided.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS:hah  
Enclosures

**ARTICLES OF INCORPORATION OF**  
**RHYMES FRANCHISES, INC.**

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06 JUL 28 PM 2:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of this Corporation is **RHYMES FRANCHISES, INC.**
2. The general nature of the business to be transacted by this Corporation is confined exclusively to the operation of franchise or franchises with Denney's Med Express, a Florida Company, Franchise Agreements dated July 5, 2006, with Denney's Med Express for Gainesville, Florida, Tallahassee, Florida and Jacksonville, Florida, territories.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: SOPHIA RUTH RHYMES, 1171-75 West Anthony Road, Ocala, FL 34479, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

SOPHIA RUTH RHYMES	100 Shares
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No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

The transfer of any security is subject to the terms and conditions of the Franchise Agreements described in paragraph 2, above.

7. The initial offices and officers shall be as follows:

SOPHIA RUTH RHYMES	President
JOHN RAMSEY	Vice-President
SOPHIA RUTH RHYMES	Secretary-Treasurer

8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.

*SRH*

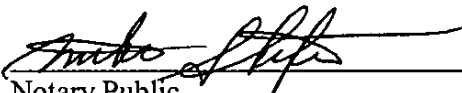
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: SOPHIA RUTH RHYMES, 1171-75 West Anthony Road, Ocala, FL 34479.
11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be 1171-75 West Anthony Road, Ocala, FL 34479.
13. The official mailing address for the corporation shall be Post Office Box 1630, Anthony, Florida, 32617.
14. Both the President and the Vice President, acting in their sole capacity, have the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 27 day of July, 2006.

  
SOPHIA RUTH RHYMES, Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 27 day of July, 2006, by SOPHIA RUTH RHYMES, as Incorporator, of **RHYMES FRANCHISES, INC.**, a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced Florida as identification.

  
Notary Public  
State of Florida at Large (SEAL)

My Commission Expires:



MICHAEL A. SIEFERT  
MY COMMISSION # DD 180961  
EXPIRES: March 10, 2007  
Bonded Thru Budget Notary Services

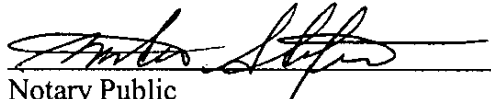
**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

I, SOPHIA RUTH RHYMES, hereby accept the position of Registered Agent for **RHYMES FRANCHISES, INC.**

  
SOPHIA RUTH RHYMES, Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 27 day of July, 2006, by SOPHIA RUTH RHYMES, who is personally known to me or has produced Florida driver license as identification, and who did take an oath.

  
Notary Public  
State of Florida at Large (SEAL)

My Commission Expires:

 MICHAEL A. SIEFERT  
MY COMMISSION # DD 180961  
EXPIRES: March 10, 2007  
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