

HORACE A. KNOWLTON IV, P.A.

Attorney at Law  
442 W. Kennedy Blvd., Suite 280  
Tampa, Florida 33606  
(813) 253-3013

P9500000 4579

Department of State  
of Corporation  
Corporation Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

1100011 37 336.1  
01203295-01071-011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: INTERNATIONAL FRANCHISE DEVELOPMENT INC.

Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee \$35.00  
Registered agent fee: \$35.00

Please file the original of the enclosed Articles of Incorporation.

Thank you for your attention and cooperation in this matter.

Very Truly Yours,

*Horace A. Knowlton IV*  
Horace A. Knowlton, IV

FILED  
1995 JAN 18 AM 8 29

*SEP 28 11/18/95  
X-25-0-94  
P95-4579*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 10, 1995

HORACE A. KNOWLTON, IV, P.A.  
442 W. KENNEDY BLVD.  
SUITE 280  
TAMPA, FL 33606

SUBJECT: INTERNATIONAL FRANCHISE DEVELOPMENT INC.  
Ref. Number: W9500000639

We have received your document for INTERNATIONAL FRANCHISE DEVELOPMENT INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 995A00001054

ARTICLES OF INCORPORATION  
OF  
FRANCHISE RESOURCE INTERNATIONAL INC.

FILED  
JAN 19 11 8 29  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I-NAME**

The name of this corporation shall be;

FRANCHISE RESOURCE INTERNATIONAL INC.

and its principal office and mailing address is:

442 West Kennedy Blvd.,  
Suite 280  
Tampa, Florida 33606

**ARTICLE II - DURATION**

The corporation shall have a perpetual existence and shall begin the date these Articles of Incorporation are filed with the Department of the State of Florida.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by the corporation, or the objects or purposes of the corporation, shall be as follows, to wit:

(a) To engage in the establishment, development, marketing, operation, and sale of franchised businesses; and

(b) To invest in real estate, mortgages, stocks, bonds, or any other type of investments; and

(c) To own real and personal property necessary for the

transaction of the above business; and

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

#### ARTICLE IV - CAPITAL STOCK

(a) The maximum number of shares which this corporation is authorized to have outstanding at any time shall be One Thousand (1000) shares of common stock having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 442 West Kennedy Blvd., Suite 280, Tampa, Florida 33606. Registered Agent of this corporation at such office, shall be Horace A. Knowlton IV, who upon accepting this designation agrees to comply with Chapter 607, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD  
OF DIRECTORS

The initial Board of Directors shall consist of two (2) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholder as set out in the By-Laws. The name and address of the initial Board is:

| Name                  | Address   |
|-----------------------|---|
| Thad Bentley          | 14 Marina Terrace<br>Treasure Island, Florida 33706 |
| Horace A. Knowlton IV | 2822 Kimberly Lane<br>Tampa, Florida 33618          |

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII - INCORPORATORS

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

Horace A. Knowlton IV  
2822 Kimberly Lane  
Tampa, Florida 33618

  
Horace A. Knowlton IV

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing ARTICLES OF INCORPORATION of FRANCHISE RESOURCE INTERNATIONAL, INC. were acknowledged before me this 13<sup>th</sup> day of January, 1995, by Horace A. Knowlton IV as incorporator, who is personally known to me or who has produced NA as identification.

Elizabeth C. Knippel  
Notary Public

ELIZABETH C. KNIPPEL  
Type Name of Notary

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION EXPIRES OCT 26, 1995  
BONDED TO THE GENERAL PUBLIC UNDER

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THE STATE, NAMING REGISTERED OFFICE  
AND REGISTERED AGENT (AND RESIDENT AGENT)


FILED  
1995 JAN 18 AM 8 29  
TALLAHASSEE, FLORIDA

Pursuant to applicable Florida Statutes, the following is submitted:

That FRANCHISE RESOURCE INTERNATIONAL INC., desiring to organize under the laws of the State of Florida, with its Registered office as indicated in the ARTICLES OF INCORPORATION at 442 West Kennedy Blvd., Suite 280, Tampa, Florida 33606 has named Horace A. Knowlton IV, as its Registered Agent (and Resident Agent).

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with Florida Statutes relative to keeping open said office and carrying out the obligations of that position.

  
\_\_\_\_\_  
Horace A. Knowlton IV  
as Registered Agent.

P 95000004579

HORACE A. KNOWLTON IV, P.A.

Attorney at Law  
442 W. Kennedy Blvd., Suite 280  
Tampa, Florida 33606  
(813) 253-3013  
(813) 254-3250 Fax  
March 17, 1995

FILED  
95 MAR 20 AM 8:16

Department of State  
of Corporation  
Corporation Records Bureau  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: ARTICLES OF AMENDMENT TO FRANCHISE RESOURCE INTERNATIONAL  
INC.

Dear Sir/Madam:

Enclosed please find an original Articles of Amendment for the  
above corporation amending its Articles of Incorporation. In  
addition, a check in the amount of \$35.00 is enclosed which  
represents the fee associated with making the amendment.

Please file the original of the Articles of Amendment.

Thank you for your attention and cooperation in this matter.

Very Truly Yours,

*Horace A. Knowlton IV*  
Horace A. Knowlton, IV



ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FRANCHISE RESOURCE INTERNATIONAL INC.

FILED  
95 MAR 20 AM 8:16

We, the undersigned, being all of the shareholders and directors of FRANCHISE RESOURCE INTERNATIONAL INC. a Florida profit corporation, hereby certify that the following Amendments were adopted by majority vote of the shareholders of the corporation by written consent for such purpose pursuant to the Articles of Incorporation and Florida Statutes and that the number of votes cast was sufficient for approval.

ARTICLE I. "NAME" is amended to read as follows:

The name of this corporation shall be:

FRANCHISE RESOURCE INTERNATIONAL INC.

and its principal office and mailing address shall be:

14 Marina Terrace

Treasure Island, Florida 33706

ARTICLE III. "PURPOSE" is amended to read as follows:

The general nature of the business to be transacted by the corporation, or the objects or purposes of the corporation, shall be as follows, to wit:

(a) To engage in any and all activities or businesses permitted by the laws of the State of Florida.

(b) To invest in real estate, mortgages, stocks, bonds, or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by

the laws of the State of Florida upon corporations and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

This Amendment is made with shareholder action and was approved by shareholder action and in accordance with Florida Statutes, Section 607.1006. The number of votes cast for this amendment by the shareholders of the corporation was sufficient for approval of the amendment. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, We hereby set forth our signature this 16 day of <sup>March</sup> ~~February~~, 1995.

Thad Bentley  
Thad Bentley

Horace A. Knowlton IV  
Horace A. Knowlton IV.

ATTEST:

Horace A. Knowlton IV  
Secretary  
Horace A. Knowlton, IV

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED AND FILED

96 OCT 11 AM 7:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # P95000004579

FRAN JE RESOURCE INTERNATIONAL INC.

Principal Place of Business

14 MARINA TERRACE  
TREASURE ISLAND FL 33706

Mailing Address

14 MARINA TERRACE  
TREASURE ISLAND FL 33706



REINSTATEMENT 96

If above addresses are incorrect in any way, line through incorrect information and enter correction below

2 New Principal Office Address, if Applicable

4701 Central Ave.

City & State  
St. Petersburg, FL  
Zip  
33713  
Country  
USA

3 New Mailing Office Address, if Applicable

4701 Central Avenue

City & State  
St. Petersburg, FL  
Zip  
33713  
Country  
USA

4 Date Incorporated or Qualified To Do Business in Florida

01/18/1995

5 FEI Number

Applied For  
 Not Applicable

6

CERTIFICATE OF STATUS DESIRED

\$8.75 Additional Fee required for a Certificate of Status

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

| 1 Title(s) | 2 Name of Officers and/or Directors | 3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) | 4 City / State / Zip     |
|------------|-------------------------------------|---|--------------------------|
| D          | BENTLEY, THAD                       | 14 MARINA TERRACE   | TREASURE ISLAND FL 33706 |
| D          | KNOWLTON, HORACE A IV               | 2022 KINDERLY LANE  | TAMPA FL 33618           |
| D          | Gina Ambrosio                       | 2602 58th St. South   | Gulfport, FL 33707       |

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-10/23/96--01032--021

\*\*\*\*383.75 \*\*\*\*383.75

9/20/96

8. Name and Address of Current Registered Agent

KNOWLTON, HORACE A IV  
442 W. KENNEDY BLVD.  
SUITE 280  
TAMPA FL 33606

9. Name and Address of New Registered Agent

Name  
Thad Bentley  
Street Address (P.O. Box Number is Not Acceptable)  
4701 Central Avenue  
City  
St. Petersburg,  
State  
FL  
Zip Code  
33713

10 I being appointed the registered agent of the above named corporation am familiar with and accept the obligations of Section 607 0505, F.S.

Signature of Registered Agent

*Thad Bentley*

REGISTERED AGENT MUST SIGN

Date

9/20/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes  No

(See other side for information on intangible tax)

12 I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607 0401 or 617 0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119 07(3)(ii), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

*Gina Ambrosio*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/20/96  
Date

813-343-3173  
Daytime Phone #