

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-344-8086

P95000023623



95 MAR 23 11:12 AM
DIVISION

ACCOUNT NO. : 872100000032

REFERENCE : 564947 869010

AUTHORIZATION : *Patricia Pizitz*
COST LIMIT : \$ 122.50

ORDER DATE : March 23, 1995

ORDER TIME : 11:46 AM

ORDER NO. : 564947

CUSTOMER NO: 869010

800001487888

CUSTOMER: Ms. Jennifer Connors - 869010
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
1 Biscayne Tower
2 South Biscayne Blvd, #1810
Miami, FL 33131

DOMESTIC FILING

P95000023623

NAME: INTERNATIONAL FRANCHISE
OPPORTUNITIES, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

EXAMINER'S INITIALS:

DL
3-23-95
02/4

FILED
95 MAR 23 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 MAR 23 PM 2:22
SERIAL
TALLMANS
FLOREN

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL FRANCHISE OPPORTUNITIES, INC.**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is International Franchise Opportunities, Inc.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 1200 West State Road 434, Suite 300, Longwood, Florida 32750.

THIRD: The mailing address, wherever located, of the corporation is 1200 West State Road 434, Suite 300, Longwood, Florida 32750.

FOURTH: The number of shares that the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 1200 West State Road 434, Suite 202, Longwood, Florida 32750.

The name of the initial registered agent of the corporation at the said registered office is Tedder, Blake, Newbold & Berends.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and the address of the incorporator are:

NAME	ADDRESS
Jennifer L. Connors	2 South Biscayne Boulevard Suite 1810 Miami, Florida 33131

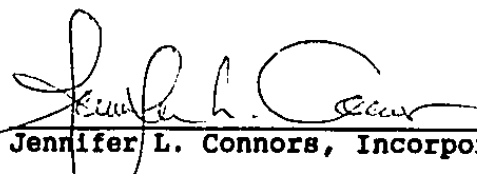
SEVENTH: The purposes for which the corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on March 22, 1995.


Jennifer L. Connors, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

TEDDER, BLAKE, NEWBOLD & BERENDS

By:

Dana Newbold, Partner

Date: March 22, 1995

P95000023623

DAVID HAMPTON TEDDER, P.C.
1200 W. S.R. 434, Ste. 202
Longwood, FL 32750

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500001456315

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*****85.00 *****85.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

4/19

JB

Examiner's Initials

\$2.50 due force

FILED
95 APR 13 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ADOPTION
OF
AMENDED ARTICLES OF INCORPORATION
OF
INTERNATIONAL FRANCHISE OPPORTUNITIES, INC.**

FILED
95 APR 13 AM 10:0
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jennifer L. Connors, as incorporator, of International Franchise Opportunities, Inc. a Florida corporation, with its principal office located at 1200 West State Road 434, Suite 300, Longwood, Florida, does hereby certify that regular meeting of the holders of the shares of said corporation entitling them to vote on the proposal to adopt Amended Articles of Incorporation as contained in the following resolution, was duly called for such purpose and held on the 28th day of March, 1995, at which meeting a quorum of such shareholders was present in person or by proxy and that by the affirmative vote of the holders of shares entitled under the Articles of Incorporation to exercise at least one hundred percent of the voting power of the corporation on each proposal, the following resolution was adopted:

**AMENDED ARTICLES OF INCORPORATION OF
INTERNATIONAL FRANCHISE OPPORTUNITIES, INC.**

First. The name of the corporation is International Franchise Opportunities, Inc.

Second. The place in the State of Florida where its principal office is located is 1200 West State Road 434, Suite 300, Longwood, in Seminole County.

Third. The purposes of the meeting are as follows:

The following persons have been appointed as corporate officers and/or director(s), to be effective contiguously:

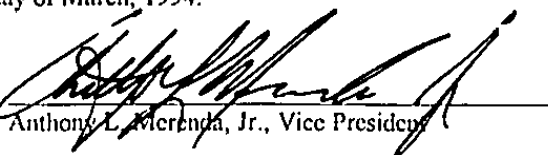
Joseph Sgarlata as President and Director;
David H. Tedder as Director;
Anthony L. Merenda as Vice President;
Donna Woodruff as Secretary and Treasurer;

Fourth. The authorized number of shares of the corporation is 100, all of which shall be common shares without par value.

Fifth. The above appointed officers and/or director(s), to be effective contiguously, are hereby authorized and directed to prepare, execute, verify, and present any and all documentation on behalf of International Franchise Opportunities, Inc.

Sixth. These amended Articles of Incorporation supersede and take the place of the existing Articles of Incorporation as amended.

In witness whereof, Anthony L. Merenda, Jr., acting for and on behalf of said corporation, has subscribed his name to this certificate this 29th day of March, 1994.


Anthony L. Merenda, Jr., Vice President

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 19, 1995

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*****2.50 *****2.50

DAVID HAMPTON TEDDER, P.C.
1200 WEST S.R. 434, STE. 202
LONGWOOD, FL 32750

SUBJECT: INTERNATIONAL FRANCHISE OPPORTUNITIES, INC.
Ref. Number: P95000023623

The document for INTERNATIONAL FRANCHISE OPPORTUNITIES, INC. was filed on April 13, 1995. However, your check for \$85.00 was not sufficient to cover the certification you requested.

If you will return a check in the amount of \$2.50, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

Should you have any questions concerning the fees, please refer to the attached fee schedule.

Velma Shepard
Division of Corporations

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209

FILING _____
R. AGENT _____
CERT. COPY 2.50
CUS _____
OVERPAYMENT _____
TOTAL 2.50

RECEIVED
DIVISION OF CORPORATIONS
APR 19 1995 PM 3:29

CC By VB