

P95000051302

CREDITOR RECOVERY SERVICES, INC.

**384 S. MILITARY TRAIL
DEERFIELD BEACH, FLORIDA 33442**

(305) 420-4001

(305) 608-0007 FAX

1 The Secretary of State
New Corporation Filing Div.
409 E. Gaines Street
Tallahassee, FL. 32399

Re:

We enclose for recording or filing the following checked documents:

- _____ Financing statement - UCC
- _____ Termination of financing statement
- _____ Articles of Incorporation
- _____ Trademark Application
- _____ Articles of Amendment of Corporation
- _____ Assignment for the Benefit of Creditors
- _____ Real Estate Mortgage
- _____ Limited Partnership
- _____ Copyright Application
- _____ Assent form
- _____ Other: _____
- _____
- _____

FILED
 95 JUN 30 PM 3:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

100001507141
-06/07/95--01056--003
****122.50 ****122.50

~~1005-12049~~

RMC
6/13/95

Recording fees (if applicable) of \$122.50 are enclosed. Please return proof of filing to the undersigned and we thank you for your cooperation.

610

Very truly,

Mark Lauer



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1995

MARK LAUER
CREDITOR RECOVERY SERVICES, INC.
384 S MILITARY TRAIL
DEERFIELD BEACH, FL 33442

SUBJECT: FRANKE BROTHERS II, INC.
Ref. Number: W95000012047

We have received your document for **FRANKE BROTHERS II, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 995A00029007

FILED

95 JUN 30 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Franke Brothers II, Inc.**

The undersigned, acting as an incorporator of **Franke Brothers II, Inc.**, under Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: **Franke Brothers II, Inc.**

ARTICLE II: COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III: PURPOSE

This corporation may engage in any activity or business permitted under the law of United States and Florida.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V: REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS**

The street address of the registered office/principal place of business of the corporation is **Anthony Franke 2626 North U.S. 1
Vero Beach, FL 32960**, and the name of the corporation's initial registered agent at that address is **Anthony Franke**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The corporation shall have (1) one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall

never be less than one. The name and street address of the initial incorporator and initial director(s) are:

**Anthony Franke
2626 N. U.S. 1
Vero Beach, Fl. 32960**

The incorporator of the corporation assigns to this Corporation the incorporator's rights under Section 607.161, Florida Statutes, to constitute a corporation, and the incorporator assigns to those persons designated by the Board of Directors any rights the incorporator may have to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLES VII: DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors name below shall have the power to approve and adopt the Bylaws of this Corporation until their successors are elected or appointed.
2. The qualifications, time and place of election and term of office of each Director shall be provided for in the Bylaws of the Corporation.
3. The officers of this Corporation may consist of a President, Vice President, Secretary and Treasurer, and such other officers and agent as may be provided for by the Bylaws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such Bylaws.

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of this being or having a Director or any officer of the Corporation, or Director of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct, in the performance of the Director's duty to the Corporation.

2. The Corporation shall indemnify any Director made party to any action, suit or proceeding other than one by or in the Director's right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director in the Director's capacity as Director or an officer of the Corporation, or

officer of any other corporation which the Director or officer served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorney's fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suite or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that the Director had reasonable ground for belief that such action was lawful.

ARTICLE IX: DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save the Director harmless.

ARTICLE X: REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

