

P96000012170

January 31, 1995

To: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
96 FEB -5 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Articles of Incorporation for Franklin Investment and Realty Company

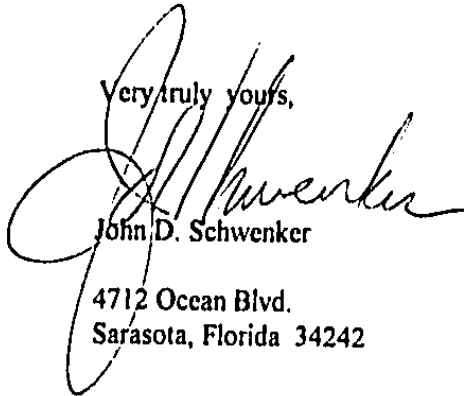
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-02/05/96--01055--007
***131.25 ***131.25

Enclosed please find the following:

- (1) The original articles of incorporation for Franklin Investment and Realty Company, a for-profit corporation formed under the Florida Business Corporation Act.
- (2) A certificate of designation of registered agent signed by the registered agent.
- (3) A check in the amount of \$131.25 (for Filing Fees, Certified Copy and Certificate).
- (4) One copy of the articles of incorporation for certification

Please return the certified copy and certificate to Pope & Levy Co., L.P.A., c/o Yale R. Levy,
897 Eastwind Drive, Westerville, Ohio 43081.

Very truly yours,



John D. Schwenker

4712 Ocean Blvd.
Sarasota, Florida 34242

Enc.

5/2/8

**Articles of Incorporation
of
Franklin Investment and Realty Company**
(a Florida Corporation)

FILED
96 FEB -5 AM 8:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a for-profit corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

Article I: Name

The name of the corporation shall be: Franklin Investment and Realty Company.

Article II: Purpose

The purpose for which the corporation is organized is to engage in all lawful acts permitted under the laws of the State of Florida.

Article III: Principal Office

The principal place of business and mailing address of the corporation is:

Franklin Investment and Realty Company
c/o John D. Schwenker, President
4712 Ocean Blvd.
Sarasota, Florida 34242

Article IV: Capital Stock

The number of shares of stock that the corporation is authorized to have issued and outstanding at any one time is 500 shares, all of which shall be common shares with \$1 par value.

Article V: Registered Agent and Address

The name and address of the registered agent is:

John D. Schwenker
4712 Ocean Blvd.
Sarasota, Florida 34242

Article VI: Incorporator

The name and street address of the incorporator of these Articles of Incorporation is:

John D. Schwenker
4712 Ocean Blvd.
Sarasota, Florida 34242

Article VII: Initial Directors

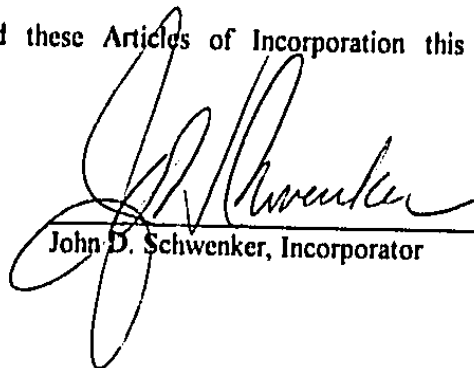
The initial board of directors of the Corporation shall consist of one (1) member. The name and street address of the initial director for the corporation is:

John D. Schwenker
4712 Ocean Blvd.
Sarasota, Florida 34242

Article VIII: Notice

All notices required by FS Chapter 607, including notice to director and shareholders, may be given by oral notice.

The undersigned has executed these Articles of Incorporation this 1 day of February, 1996.



John D. Schwenker, Incorporator

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

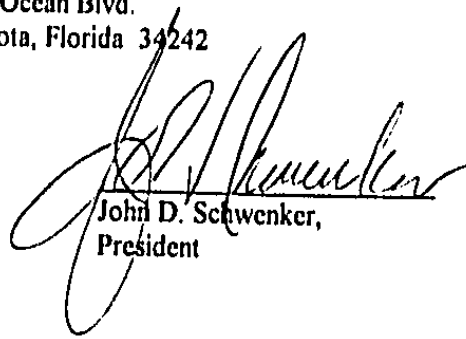
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the corporation is:

Franklin Investment and Realty Company.

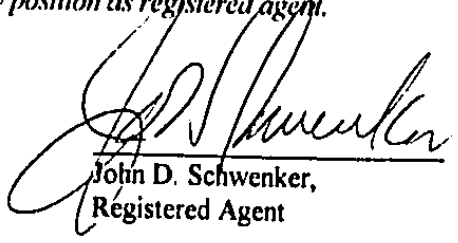
2. The name and address of the registered agent and office of the corporation:

John D. Schwenker
4712 Ocean Blvd.
Sarasota, Florida 34242


John D. Schwenker,
President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
2/1/96
date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, 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 obligation of my position as registered agent.


John D. Schwenker,
Registered Agent

2/1/96
date

P96000012170

ARTICLES OF MERGER
Merger Sheet

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MERGING:

FRANKLIN INVESTMENT AND REALTY COMPANY, an Ohio corporation not
qualified to do business in Florida

INTO

FRANKLIN INVESTMENT AND REALTY COMPANY, a Florida corporation,
P96000012170

File date: March 11, 1996, effective March 30, 1996

Corporate Specialist: Velma Shepard

POPE & LEVY CO., L.P.A.

Attorneys at Law

897 Eastwind Drive
Westerville, Ohio 43081

Yale R. Levy
Gregory S. Pope

Tel: (614) 890-8480

Fax: (614) 890-8482

P96000012170

March 5, 1996

To: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001739149
-03/11/96--01077--012
****122.50 ****122.50

Re: Articles of Merger and Plan of Merger for
Franklin Investment and Realty Company

EFFECTIVE DATE
3/30/96

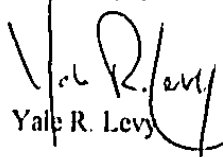
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MAR 11 9 55
TALLAHASSEE FLORIDA

Enclosed please find the following.

- (1) The original articles of merger and plan of merger for Franklin Investment and Realty Company.
- (2) A check in the amount of \$122.50 (for Filing Fees and Certified Copy).
- (3) One copy of the articles of merger and plan of merger for certification.

Please return the Certificate to Pope & Levy Co., L.P.A., c/o Yale R. Levy, 897 Eastwind Drive, Westerville, Ohio 43081.

Very truly yours,


Yale R. Levy

Encl.

merger

PV6 MAR 18 1996

ARTICLES OF MERGER
of
Franklin Investment and Realty Company,
a Florida Corporation
and
Franklin Investment and Realty Company,
an Ohio Corporation

FILED
96 MAR 11 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Merger between Franklin Investment and Realty Company, a Florida Corporation, ("FIRC, Florida") and Franklin Investment and Realty Company, an Ohio Corporation, ("FIRC, Ohio").

EFFECTIVE DATE
3/30/96

Pursuant to § 607.1105 of the Florida Business Corporation Act (the "Act") FIRC, Florida and FIRC, Ohio adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated the 25th day of FEBRUARY, 1996 between FIRC, Florida and FIRC, Ohio was approved and adopted by the shareholders of FIRC, Florida on the 27th day of FEBRUARY, 1996 and was adopted by the shareholders of FIRC, Ohio on the 27th day of FEBRUARY, 1996.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of FIRC, Ohio's stock will be acquired by means of a merger of FIRC, Florida and FIRC, Ohio with FIRC, Florida being the surviving corporation ("Merger").
3. The Plan of Merger is attached hereto and fully incorporated herein as Exhibit A.
4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be March 30, 1996.

IN WITNESS WHEREOF, the parties have set their hands this 28th day of FEBRUARY, 1996.

Franklin Investment and Realty Company,
a Florida Corporation

by: [Signature]
John D. Schwenker, President

Franklin Investment and Realty Company,
an Ohio Corporation

by: [Signature]
John D. Schwenker, President

Plan of Merger

Merger between Franklin Investment and Realty Company, a Florida Corporation, (the "Surviving Corp") and Franklin Investment and Realty Company, an Ohio Corporation, (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with § 607 1101 *et seq.* of the Florida Business Corporation Act (the "Act")

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as in effect immediately prior to the effective date of the merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law

2. Distribution to Shareholders. Upon the Effective Date, each share of Disappearing Corp.'s common stock that is issued and outstanding at that time shall, without additional consideration, be converted into and exchanged for one (1) share of the Surviving Corp.'s outstanding common shares in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue to be outstanding shares of Surviving Corp. stock.

3. Satisfaction to Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, claims, titles, actions, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities and duties, all as more particularly set forth in §607 1106 of the Act.

5. Supplemental Action. If at anytime after the Effective Date, Surviving Corp. shall determine that further actions, conveyances, agreements, documents, and instruments are necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case maybe, shall execute and deliver, upon request by Surviving Corp. any and all proper conveyances, documents, instruments or any other action that is necessary to otherwise carry out the provisions of this Plan.

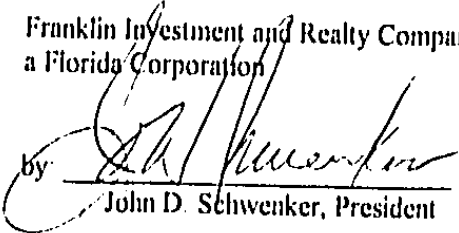
6. Filing with State of Florida. Upon the closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp and Surviving Corp shall cause their Presidents to execute and file with the Florida Department of State, Division of

Corporations Articles of Merger in the form attached hereto and in compliance with § 607.1105 of the Act.

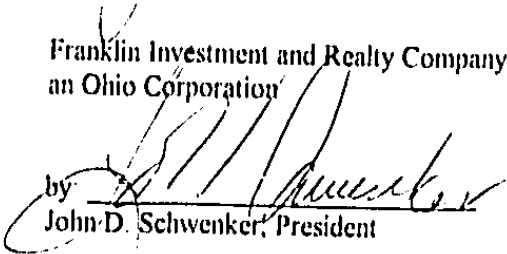
7 Amendment and Waiver. Any of the terms and conditions of this Plan may be waived, amended or modified, in whole or in part, at any time by the Constituent Corporations as long as such changes is in accordance with § 607.1103 of the Act

8 Termination. At anytime before the Effective Date , this Plan maybe terminated end the Merger abandoned by the mutual consent of the Constituent Corporations.

Franklin Investment and Realty Company,
a Florida Corporation

by 
John D. Schwenker, President

Franklin Investment and Realty Company,
an Ohio Corporation

by 
John D. Schwenker, President