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FLORIDA DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: Franklin Management Systems Inc.

Dear Sir:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation, together with the Certificate for Resident Agent and a check to cover filing cost and cost of a certified copy.

Please forward a certified copy of the Articles of Incorporation to the undersigned as soon as possible.

Sincerely,



Mr. Bruce E. Franklin  
2427 Sunset Vista drive  
Spring Hill, FL 34607

152.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 18 AM 10:55

96-4/23/96

.....

ARTICLES OF INCORPORATION

OF

FRANKLIN MANAGEMENT SYSTEMS INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR 19 AM 10:55

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME. The name of this corporation is Franklin Management Systems Inc..

ARTICLE II. NATURE OF BUSINESS. This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of no par value common stock.

ARTICLE IV. INITIAL CAPITAL. The amount of capital with which this corporation will begin business is twenty thousand (\$20,000.00) Dollars.

ARTICLE V. TERM OF EXISTENCE. This corporation is to exist perpetually.

ARTICLE VI. ADDRESS. The initial post office address of the principal office of this corporation in the State of Florida is 2427 Sunset Vista drive Spring Hill, FL 34607. The director may, from time to time, move the office to any other address in Florida.

ARTICLE VII. DIRECTORS. This corporation shall have two (2) Directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII. INITIAL DIRECTORS. The names and addresses of the initial Directors are:

NAME	ADDRESS
Bruce Franklin	2427 Sunset Vista drive Spring Hill, FL 34607
Kelly Franklin	2427 Sunset Vista drive Spring Hill, FL 34607

ARTICLE IX. SUBSCRIBERS. The names and post office addresses of the subscribers to these Articles of Incorporation, the number of shares of stock they agree to take and the value of the consideration thereof are:

NAME	ADDRESS	SHARES	CONSIDERATION
Bruce Franklin	2427 Sunset Vista drive Spring Hill, FL 34607	250	10,000
Kelly Franklin	2427 Sunset Vista drive Spring Hill, FL 34607	250	10,000

ARTICLE X. AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless the Directors and stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI. REGISTERED AGENT AND REGISTERED OFFICE. The registered agent of this corporation is Mr. Bruce E. Franklin. The registered office of this corporation is 2427 Sunset Vista drive, FL 34607

Bruce E. Franklin (SEAL) 4-1-96

STATE OF FLORIDA     )  
                                      )  
COUNTY OF PASCO    )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above to take acknowledgments, personally appeared Bruce Franklin to me well known to be the person described as subscriber in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that He subscribed to these Articles of Incorporation.

WITNESS my hand and seal at Weeki Wachee Hernando County Florida,  
this 1<sup>st</sup> day of April, 1996.

Maureen K. Bickford  
NOTARY PUBLIC



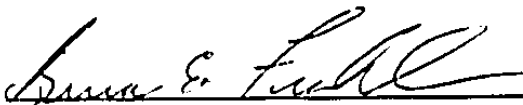
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 APR 12 AM 10:55

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

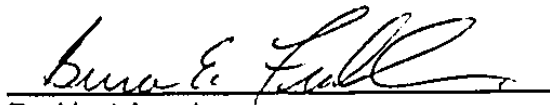
In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST. That Franklin Management Systems Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2427 Sunset Vista drive, FL 34607, State of Florida, has named Bruce Franklin, located at 2427 Sunset Vista drive, Spring Hill, FL 34607, as its agent to accept service of process within Florida.

  
Corporate Officer

Date 4-1-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Resident Agent

Date 4-1-96