

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 JUL 23 AM 11:47
 1996

M JUL 23 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7-23-96	9:46 AM	<i>[Signature]</i>
TIME			CK No. _____
BY			

WALK-IN
 Will Pick Up _____

P960000061405
 _____ of _____ No. 52603

RE: U.S. FRANCHISING CORP.

	G.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	100.00	100.00
Reg. Agent Service	122.50	122.50
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

U.S. FRANCHISING CORP.

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CLERK OF COURT
STATE OF FLORIDA

ARTICLE I - Name

The name of the corporation is U.S. FRANCHISING CORP.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail, Ste. 303, Sarasota, Florida 34239, and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Ilse Fuchs
1602 Idle Lane
Sarasota, FL 34231

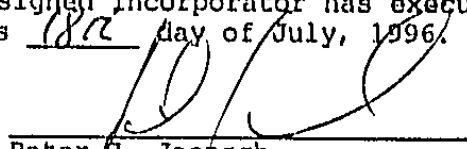
ARTICLE VII - Incorporator

Peter J. Jaensch,
3400 South Tamiami Trail, Suite 303
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of July, 1996.


Peter J. Jaensch

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, P. PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 18th day of July, 1996.

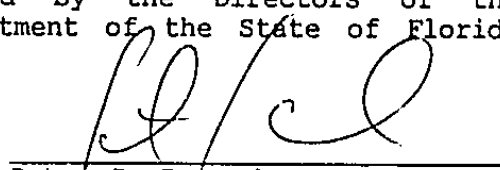

Notary Public

My commission expires:



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.


Peter J. Jaensch

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 U.S. FRANCHISING CORP.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED PETER J. JAENSCH, LOCATED AT
3400 SOUTH TAMiami TRAIL, SUITE 303, CITY OF SARASOTA, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE

DATE

Corp. Counsel

7-18-96

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.

SIGNATURE

Peter J. Jaensch

DATE

7-18-96

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TAMIA TRAIL - FLORIDA