

8161
FAX Transmission

From: Steve Clark
Questions? Call (407) 283-7364
Fax (407) 283-9977
Clark & Associates
901 South Martin Downs Blvd., Suite
300
Palm City, FL 34990

To: Lora Poole
Company: Department of State Division of Corporations
Address: 409 East Gaines St.
Date: January 28, 1997
Time: 11:50 PM
(904) 487-6013, (904) 487-6934,
(904) 488-9000
Tallahassee, Florida 32314
Pages: 6 (including this one)

Message:

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-01/31/97--01037--001
****122.50 ****122.50

Dear Lora

I am sorry to bother you again, I've got another one, I need this one quickly, if possible. How was your New Years? I Will send the originals to your overnight today and If you have any problems please feel free to give me a call, It is always nice to hear from you.

Sincerely,

Steve Clark
Clark & Associates
Palm City, Florida

Lora - Thank you for your help!
Frank

[Handwritten signature]

FILED
97 JAN 28 PM 4:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FRANKLIN ASSOCIATES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

901 MARTIN DOWNS BLVD.
SUITE 212
PALM CITY, FL 34990

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 SHARES OF \$1.00 PAR VALUE COMMON STOCK

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

FRANK W. GARDNER
901 MARTIN DOWNS BLVD.
SUITE 212
PALM CITY, FL 34990

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TALLAHASSEE FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

FRANK W. GARDNER
2061 SE PYRAMID RD.
PORT ST. LUCIE, FL 34952

LINDA B. GARDNER
2061 SE PYRAMID RD.
PORT ST. LUCIE, FL 34952

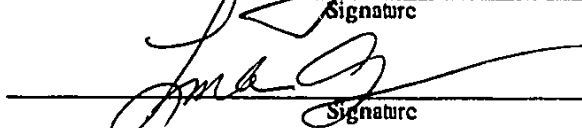
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

28 day of January, 19 97.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is FRANKLIN ASSOCIATES, INC.

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

FRANK W. GARDNER

(NAME)

901 MARTIN DOWNS BLVD. SUITE 212

(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

PALM CITY, FL 34990

(CITY/STATE/ZIP)

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TALLAHASSEE FLORIDA

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


(SIGNATURE)

1/28/97
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314