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ADDITIONAL JURISDICTIONS  
CARTER H. PARRY, JR. - MICHIGAN  
ROBERT A. FARRANCE - GEORGIA

P97000008276

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

500002064865--0  
-01/22/97--01129--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Basil's Franchising, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$70.00 for the filing fees. Please furnish us with a file stamped copy of the Articles of Incorporation upon filing.

Thank you in advance for your prompt attention and cooperation to this matter. If you have any questions, please call me at the above phone number.

Very truly yours,

MCGUIRE, PRATT, MASIO  
& FARRANCE, P.A.



Charles J. Pratt, Jr.

CJP:msb  
Enclosures

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DIVISION OF CORPORATIONS  
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# **ARTICLES OF INCORPORATION**

OF

**BASIL'S FRANCHISING, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

## **ARTICLE I**

The name of the corporation shall be **BASIL'S FRANCHISING, INC.**

## **ARTICLE II**

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

**5603 Manatee Avenue West  
Bradenton, Florida 34209**

## **ARTICLE III**

The number of shares the corporation is authorized to issue is 1000 shares.

## **ARTICLE IV**

The name and street address of the initial registered agent is:

**McGUIRE, PRATT, MASIO & FARRANCE, P.A.  
1001 3rd Avenue West  
Suite 600  
Bradenton, Florida 34205**

## **ARTICLE V**

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

**Charles J. Pratt, Jr., Esquire  
c/o McGuire, Pratt, Masio & Farrance, P.A.  
1001 - 3rd Avenue West  
Suite 600  
Bradenton, Florida 34205.**

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## ARTICLE VI

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued from time to time by the corporation. In no case shall these preemptive rights exist for a period in excess of 30 days from their first being offered to the shareholders.

IN WITNESS WHEREOF, I, the undersigned incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge the foregoing Articles of Incorporation, for the purposes herein set forth this 21 day of January, 1997.


MCGUIRE, PRATT, MASIO & FARRANCE, P.A.

By:   
CHARLES J. PRATT, JR., ESQUIRE

## ACKNOWLEDGMENT OF REGISTERED AGENT

THE FIRM IS FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THE POSITION AS REGISTERED AGENT AND HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT.

McGUIRE, PRATT, MASIO AND FARRANCE, P.A.

By:   
CHARLES J. PRATT, JR, VICE PRESIDENT  
DATED: January 21, 1997