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February 3, 1997

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

SUBJECT: The Francy Corporation

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 for the Filing Fee, Designation of Registered Agent, Certified Copy and Certificate of Status.

Thank you.

Sincerely,

Cynthia L. McKeown

Cynthia L. McKeown
8901 Magnolia Chase Circle
Tampa, Florida 33647

Daytime Phone: (813) 973-1554

Enc: Check #2894

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

THE FRANCY CORPORATION

The undersigned, 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 this corporation shall be THE FRANCY CORPORATION.

ARTICLE II

The principal place of business and mailing address shall be 8901 Magnolia Chase Circle, Tampa, Florida 33647.

ARTICLE III

Term of Existence

This corporation shall have perpetual existence.

ARTICLE IV

Purposes

The corporation may engage in the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

General Powers

The corporation shall have power:

(a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To sell, convey, mortgage, pledge, create a security

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interest in, lease, exchange, transfer, and otherwise dispose of all or part of its assets.

(c) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(d) To have and exercise all powers necessary or convenient to effect its purposes permitted under the laws of the State of Florida.

ARTICLE VI

Capital Stock

The total number of shares of Class A voting stock authorized to be issued by the corporation shall be 100 shares having no par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said voting stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the shareholders at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

The total number of shares of Class B, preferred, non-cumulative, non-voting stock authorized to be issued by the corporation shall be 100,000 shares having a par value of \$.10 (ten cents) per share. Each of the said shares of stock shall entitle the holder thereof to a non-cumulative, preferred dividend of at least 6% of its par value per annum and a preference in the event of the liquidation of the corporation.

ARTICLE VII

Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be: Cynthia L. McKeown, 8901 Magnolia Chase Circle, Tampa, Florida 33647.

ARTICLE VIII

Board of Directors

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by resolution of the Board of Directors but shall never be less than two and no more than five. The directors shall serve for a one year term and be elected each year by the Class A common stock shareholders. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Cynthia L. McKeown	8901 Magnolia Chase Circle Tampa, Florida 33647
Francis E. McKeown	8901 Magnolia Chase Circle Tampa, Florida 33647

ARTICLE IX

Initial Directors

The persons named as initial directors shall hold office of the first year of existence of the corporation and shall serve until their successors are elected or appointed and are qualified, whichever occurs first.

ARTICLE X

Incorporators and Subscribers

The names and addresses of the incorporators and subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Cynthia L. McKeown	8901 Magnolia Chase Circle Tampa, Florida 33647	50 Shares Class A Stock
Francis E. McKeown	8901 Magnolia Chase Circle Tampa, Florida 33647	50 Shares Class A Stock

ARTICLE XI

Preemptive Right

The registered holders of the shares of Class A capital stock shall have only a preemptive right as set forth in this Articles of Incorporation to purchase, at such respective equitable prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of capital stock of the corporation or securities convertible into or carrying options or warrants to purchase such shares of capital stock as may be issued for money from time to time, after the issue of the first 100 shares of capital stock that have never previously been issued. Such preemptive rights shall apply to all shares issued after the first 100 shares, whether the additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the corporation. No shares shall be issued for money to directors, officers or employees of the corporation, or to directors, officers or employees of any subsidiary corporation, as such, unless first offered to the holders of the

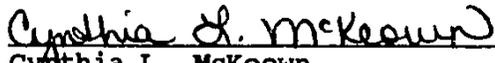
Class A capital stock in accordance with their preemptive right.

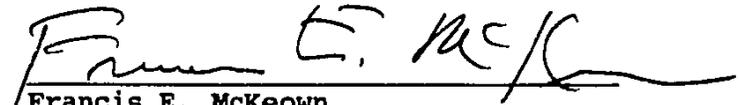
ARTICLES XII

Amendments to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporators have executed the foregoing Articles of Incorporation for the uses and purposes therein stated on this 3rd day of February, 1997.


Cynthia L. McKeown


Francis E. McKeown

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

THE FRANCY CORPORATION, desiring to organize or qualify under the laws of the State of Florida, County of Hillsborough, City of Tampa, has named Cynthia L. McKeown, located at 8901 Magnolia Chase Circle, Tampa, Florida 33647, as its agent to accept service of process within Florida.

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.

Cynthia L. McKeown
Cynthia L. McKeown

DATE: February 3, 1997

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