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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE 431582 4805939

AUTHORIZATION : Patricia Piggott

COST LIMIT : \$ 122.50

ORDER DATE : June 17, 1997

ORDER TIME : 2:12 PM

ORDER NO. : 431582-005

CUSTOMER NO: 4805939

CUSTOMER: Gary W. Huston, Esq
BEGGS & LANE

P. O. Box 12950

Pensacola, FL 32501

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DOMESTIC FILING

NAME: GULSTREAM FRANCHISE
OPPORTUNITIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
JUN 17 11 0:54
97 JUN 17 PM 3:34
DIVISION OF CORPORATION
FLORIDA

84 JUN 17 1997

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ARTICLES OF INCORPORATION
OF
GULFSTREAM FRANCHISE OPPORTUNITIES, INC.

FILED
97 JUN 17 AM 8:54
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Gulfstream Franchise Opportunities, Inc. The street address of the initial principal office of this corporation is 3 West Garden Street, Suite 700, Pensacola, Florida 32501.

ARTICLE II

The corporation shall have perpetual existence, beginning on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and engage in any lawful enterprise.
- (b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each share having a par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

The street address of the corporation's initial registered office is 3 West Garden Street, Suite 700, Pensacola, Florida 32501. The name of the corporation's initial registered agent at that office is Gary W. Huston.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine.

ARTICLE VIII

The name and address of the incorporator is:

Gary W. Huston
P.O. Box 12950
Pensacola, FL 32576

ARTICLE IX

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE XI

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.


ARTICLE XIII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIV

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on June 13, 1997.



Gary W. Huston, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13th day of June, 1997, by Gary W. Huston, who did not take an oath and who:

X is/are personally known to me.
_____ produced current Florida driver's license as identification.
_____ produced _____ as identification.



[Signature]
Notary Public

Name of Notary Printed _____

My Commission Expires: _____

Commission Number: _____

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

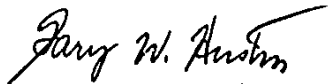
In compliance with Section 607.0501(3), Florida Statutes, the following is submitted: That Gulfstream Franchise Opportunities, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3 West Garden Street, Suite 700, Pensacola, Florida 32501, has named Gary W. Huston, a resident of Santa Rosa County, Florida, whose business address is P.O. Box 12950, Pensacola, FL 32576, as its agent to accept service of process within Florida.

GULFSTREAM FRANCHISE
OPPORTUNITIES, INC.

By: [Signature: Gary W. Huston]
Gary W. Huston, Incorporator

ACCEPTANCE:

Having been named 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 such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Gary W. Huston, Registered Agent

FILED
97 JUL 17 AM 8:54
TALLAHASSEE, FLORIDA