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JOYCE R. ADAMS  
RICHARD H. ADAMS  
DEBORAH B. ANSBRO  
MARVIN E. ROOKS

ADAMS & SPEARS  
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

TELEPHONE (407) 422-8116

FAX (407) 648-1044

STREET ADDRESS:  
940 HIGHLAND AVENUE  
ORLANDO, FLORIDA 32803

MAILING ADDRESS:  
POST OFFICE BOX 3627  
ORLANDO, FLORIDA 32802

RICHARD D. CONNOR, JR.  
DOUGLAS C. SPEARS\*  
PETER C. VILMOS

LEY H. SMITH  
OF COUNSEL

\* BOARD CERTIFIED  
CIVIL TRIAL LAWYER

September 12, 1997

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


200002293052--1  
-09/15/97--01105--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Franchise Development Consultants, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$70.00 as payment of the filing fee. A self-addressed envelope is enclosed for your use.

Sincerely,

  
Jane Bradford  
Legal Assistant to Marvin E. Rooks

MER:jb  
Enclosures

Jane Bradford GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT effective date  
DATE 9-17-97  
DOC. EXAM WS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 15 PM 1:52

9-17-97  
WS

ARTICLES OF INCORPORATION  
OF

FRANCHISE DEVELOPMENT CONSULTANTS, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE I

The name of the corporation ("Corporation") is Franchise Development Consultants, Inc.

ARTICLE II

The existence of the corporation shall begin on September 10, 1997

ARTICLE III

The street address of the principal office of the Corporation is 940 Highland Avenue, Orlando, Florida 32803.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,200, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 940 Highland Avenue, Orlando, Florida 32803. The initial registered agent for the Corporation at that address is Marvin E. Rooks.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and address of the persons who will serve on the initial board of directors are:

Name  
Richard H. Adams

Address  
940 Highland Avenue  
Orlando, Florida 32803

Douglas C. Spears

940 Highland Avenue  
Orlando, Florida 32803

Thomas P. Foy

940 Highland Avenue  
Orlando, Florida 32803

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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#### ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

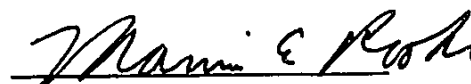
Name  
Marvin E. Rooks

Address  
940 Highland Avenue  
Orlando, Florida 32803

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

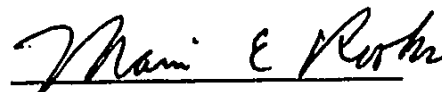
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of September, 1997.

  
Marvin E. Rooks

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Franchise Development Consultants, Inc., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes 607.0501(3).

Dated the 12<sup>th</sup> day of September, 1997.

  
Marvin E. Rooks