

ADAMS & SPEARS
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

TELEPHONE (407) 422-8116

FAX (407) 648-1044

JOYCE R. ADAMS
RICHARD H. ADAMS
MARVIN E. ROOKS

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

LEY H. SMITH
OF COUNSEL

STREET ADDRESS:
940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803

MAILING ADDRESS:
POST OFFICE BOX 3627
ORLANDO, FLORIDA 32802

November 20, 1997

P 97 000 103 650

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

* BOARD CERTIFIED
CIVIL TRIAL LAWYER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -8 PM 11:14

FILED

EFFECTIVE DATE

12-4-97

Re: **Franchise Development Support Group, 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,

Patricia Sisemore

Patricia Sisemore
Secretary to Marvin E. Rooks

MER:ps
Enclosures

000002355930--5

-11/24/97--01145--014

*****70.00 *****70.00

Department of State.wpd
November 20, 1997 (12:59PM)

F. CHESSE

DEC 9 1997

W 97 - 26759
625 531



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1997

MARVIN ROOKS
ADAMS & SPEARS PA
P O BOX 3627
ORLANDO, FL 32802

SUBJECT: FRANCHISE DEVELOPMENT SUPPORT GROUP, INC.
Ref. Number: W97000026759

97 DEC -8 PM 11:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FRANCHISE DEVELOPMENT SUPPORT GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Bylaws are not filed with this office. Please retain them for your records.

✓ Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 397A00056677

ARTICLES OF INCORPORATION
OF

FRANCHISE DEVELOPMENT SUPPORT GROUP, 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.

EFFECTIVE DATE
12-4-97

ARTICLE I

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

ARTICLE II

The existence of the corporation shall begin on December 4, 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:

FILED
97 DEC -8 PM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -8 PM 11: 14

FILED

ARTICLE VII

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

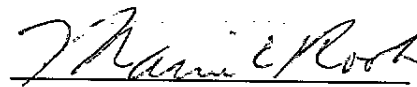
Name
Marvin E. Rooks

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.

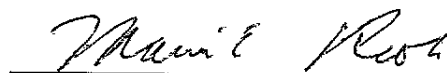
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of December, 1997.


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 4th day of December, 1997.


Marvin E. Rooks