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*Shelley B. Maurice, P.A.*

SHELLEY B. MAURICE, ESQ.  
MEMBER OF THE FLORIDA BAR AND  
UNITED STATES DISTRICT COURT BAR

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November 19, 1997

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

Re: Francentral II, Inc.  
Articles of Incorporation  
Our File No. R96-048

900002372659--0  
-12/16/97--01008--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

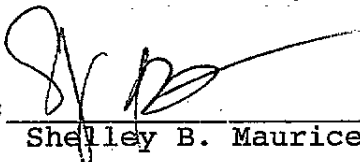
Dear Sir or Madame:

Enclosed are Articles of Incorporation, in duplicate, for the above designated corporate entity, together with duplicate Certificate Designating Registered Agent and Acceptance of Registered Agent. My check payable to the Florida Department of State, Corporations Division, in the sum of \$70.00, representing \$35.00 filing fee and \$35.00 Registered Agent designation, is also enclosed.

Your prompt attention in providing this office with the charter document and conformed copy of the Articles showing filing information will be greatly appreciated.

Very truly yours,

SHELLEY B. MAURICE, P.A.

By:   
Shelley B. Maurice, Esq.

gm

Enclosures

FILED  
97 DEC 16 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
for  
FRANCENTRAL II, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. Name: The name of the corporation is FRANCENTRAL II, INC. The address of the corporate office shall be 143 Executive Circle, Boynton Beach, Florida 33436-1835.

ARTICLE II. Duration: The period of this corporation's duration is perpetual.

ARTICLE III. Purpose: The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida, including but not limited to the operation of an ice cream store, and related activities, the investment business, buying, selling, construction on and management of real estate investments, within and without the State of Florida.

ARTICLE IV. Capital Stock: The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V. Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

JOSEPH CERVIERI  
143 Executive Circle  
Boynton Beach, Florida 33436-1835

ARTICLE VI. Initial Officers and Board of Directors: This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH CERVIERI	143 Executive Circle Boynton Beach, Florida 33436-1835

who shall also serve initially as President and Secretary of the corporation.

ARTICLE VII. Incorporators: The name and address of the sole incorporator signing these Articles of Incorporation are:

NAME

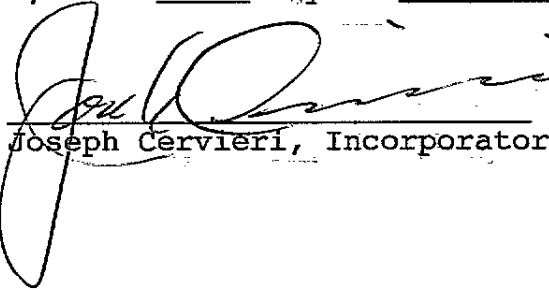
ADDRESS

JOSEPH CERVIERI

143 Executive Circle  
Boynton Beach, Florida 33436-1835

ARTICLE VIII. Amendment of Articles: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 12 day of December, 1997.

  
\_\_\_\_\_  
Joseph Cervieri, Incorporator

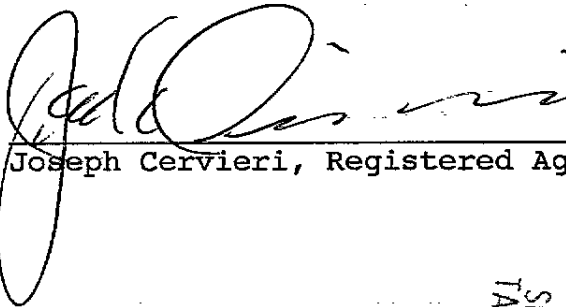
CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS  
MAY BE SERVED AND THE PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes,  
the following is submitted:

FRANCENTRAL II, INC., desiring to organize under the laws of  
the State of Florida with its initial registered office as  
indicated in the Articles of Incorporation, at 143 Executive  
Circle, Boynton Beach, County of Palm Beach, State of Florida, has  
named JOSEPH CERVIERI as its registered agent to accept service of  
process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above  
corporation for the purpose of accepting service of process at the  
registered office designated in this certificate, I hereby accept  
such appointment and acknowledge that I am familiar with and accept  
the obligations and responsibilities of such office as provided for  
in Florida Statutes 607.0505.



Joseph Cervieri, Registered Agent

FILED  
97 DEC 16 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA