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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 AM 9:50

Richard J. Pearce
300 N. Park Avenue, Suite 200
Winter Park, FL 32789

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

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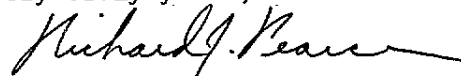
EFFECTIVE DATE
4-9-98

Dear Sirs:

Enclosed are two sets of the Articles of Incorporation for Franklin Capital Investments, Inc., along with the applicable filing fees of one hundred twenty-two dollars and fifty cents.

If you have any questions concerning the above please feel free to call Lanny Hartsfield at (407) 862-1919. Thank you in advance for your assistance.

Very truly yours,



Richard J. Pearce

Enclosures

D. BROWN APR 13 1998

EFFECTIVE DATE
4-9-98

ARTICLES OF INCORPORATION
OF
FRANKLIN CAPITAL INVESTMENTS, INC.

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Pursuant to the provisions of the Professional Services Corporation Act of the State of Florida the undersigned Richard J. Pearce, being a duly licensed real estate broker, does hereby make, organize and form a professional service corporation under the following Articles of Incorporation to wit:

ARTICLE I. - NAME

The name and address of the corporation is:

Franklin Capital Investments, Inc.
300 N. Park Avenue, Suite 200
Winter Park, FL 32789

ARTICLE II - DURATION

The corporation shall have perpetual existence. This corporation's existence shall commence of the date of execution and acknowledgement of these articles.

ARTICLE - III PURPOSE

The general nature of business to be transacted in this corporation is:

1. To provide to the public those professional services rendered by real estate brokers, duly licensed under the laws of the State of Florida in accordance with the terms and provisions of the Professional Service Corporation Act of the State of Florida.

2. To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments and to purchase, encumber, and convert real and personal property necessary for the rendering of professional services and to do all and everything necessary and proper for the accomplishment of the purposes and objectives of said corporation.

3. In addition to the foregoing powers, this corporation shall have all the general and additional powers and authority granted to professional service corporations under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of Capital Stock which the corporation shall be authorized to issue is ten thousand (10,000) shares. Such shares shall be a single class of common stock and shall have a par value of one (\$1.00) dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class, of series as that which they already hold, shall have the right to purchase their pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 300 N. Park Avenue, Suite 200, Winter Springs, Florida 32789, and the name of the initial registered agent of this corporation at that address is Richard J. Pearce.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time-to-time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Richard J. Pearce	300 N. Park Avenue, Suite 200 Winter Park, FL 32789
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Richard J. Pearce	300 N. Park Avenue, Suite 200 Winter Park, FL 32789
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ARTICLE IX - RESTRICTIONS OF TRANSFER OF STOCK

No shareholder of this corporation may sell or transfer their shares in the corporation except to another real estate agent who is eligible to be a shareholder in the corporation.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal all provisions contained in these Articles of Incorporation, or and amendment here and all rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles
of Incorporation this 9th day of April, 1998.


Richard J. Pearce

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN THE STATE

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Pursuant to Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

Franklin Capital Investments, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 300 N. Park Avenue, Suite 200, Winter Park, FL 32789, has named Richard J. Pearce as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Richard J. Pearce
Registered Agent

DATE: 4/9/98