

6/19/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
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NAME: SUCCESSFUL SUB FRANCHISE, INC.

AUDIT NUMBER.....H98000011445

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BM 6/19/98

ARTICLES OF INCORPORATION  
OF  
SUCCESSFUL SUB FRANCHISE, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: SUCCESSFUL SUB FRANCHISE, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is c/o 200 East Las Olas Blvd., #1900, Ft. Lauderdale, FL 33301.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ELLIOT P. BORKSON, FLA. BAR #154785  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, par value \$1.00 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Elliot P. Borkson  
c/o 200 East Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

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ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation are:

Elliot P. Borkson  
c/o 200 East Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Elliot P. Borkson, c/o 200 East Las Olas Blvd., #1900, Ft. Lauderdale, FL 33301.

ARTICLE X  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 19 day of June 1998.

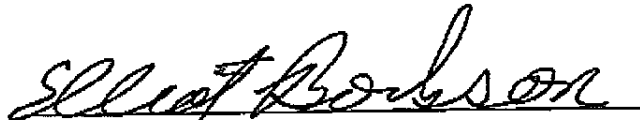
  
Elliot P. Borkson, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS

SUCCESSFUL SUB FRANCHISE, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at c/o 200 East Las Olas Blvd., #1900, Ft. Lauderdale, FL 33301, has named Elliot P. Borkson whose address is c/o 200 East Las Olas Blvd., #1900, Ft. Lauderdale, FL 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
Elliot P. Borkson

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