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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Franchise Capital Group Inc.

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☐ Certificate of Good Standing

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☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
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☐ Certificate of FICTITIOUS NAME

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ARTICLES OF INCORPORATION
OF
FRANCHISE CAPITAL GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporate name is **FRANCHISE CAPITAL GROUP, INC. .**

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the Corporation has authority

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to issue is 7,500 all of which shall be common shares with a par value of one dollar.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 2963 GULF TO BAY Boulevard, Suite 250, Clearwater, Florida 33759, and the name of the initial Registered Agent is Jonathan D. Kaplan. The street address of the initial Registered Agent is 3929 Versailles Drive Tampa, Florida 33634.

ARTICLE SIX

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

ARTICLE SEVEN

INCORPORATORS

The name and address of the Incorporator is Jonathan D. Kaplan of 3929 Versailles Drive Tampa Florida, 33634.

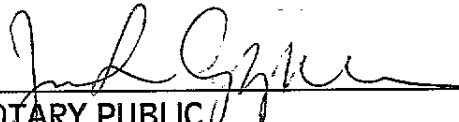
IN WITNESS WHEREOF, I have subscribed my name this 24 day of June 1998.


JONATHAN D. KAPLAN, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

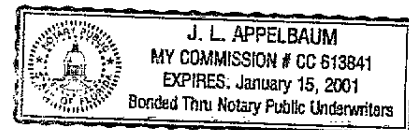
On this 24 day of June 1998, before me personally appeared JONATHAN D. KAPLAN, who is personally known to me and known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC
State of Florida

My Commission Expires:



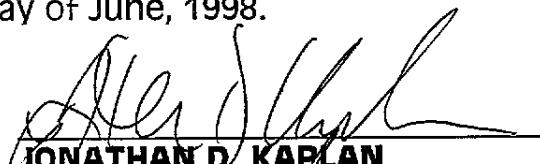
CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the Following is submitted in compliance with said Act; that **FRANCHISE CAPITAL GROUP, INC.** desiring to organize under the laws of the State of Florida, with its principal place of business at Clearwater, Florida has named JONATHAN D. KAPLAN located at 3929Versailles Drive, Tampa, Florida 33634 as its Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with provisions of said Statutes relative to the proper and complete performance of my duties.

DATED: This 24 day of June, 1998.



JONATHAN D. KAPLAN

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