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*Lewis S. Kimler, P.A.*

**ATTORNEY AT LAW**

Lewis S. Kimler

Joseph Villacci  
Carl Karmin  
Russell Adler  
of Counsel

2395 Davie Boulevard  
Fort Lauderdale, Florida 33312

Telephone: (954) 587-0800 - Broward  
(305) 945-5444 - Dade  
Telecopier: (954) 797-0346

December 3, 1998

Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

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-12/07/98--01095--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Articles of Incorporation of FranCap Associates, Inc.**

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above corporation along with this firm's check in the amount of \$70.00 for filing of same.

Should you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

  
Lewis S. Kimler

LSK/dar

Enclosure

**FILED**  
98 DEC -7 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SD  
12/9

**ARTICLES OF INCORPORATION**

**OF**

**FranCap Associates, Inc.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is FranCap Associates, Inc..

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 10781 Cleary Boulevard, Unit 106, Plantation, Florida 33324.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000.

**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are Martin Sudy, 10781 Cleary Boulevard, Unit 106, Plantation, Florida 33324.

**ARTICLE V. INCORPORATORS.**

The name and street address of the incorporator to these articles of incorporation is:

Martin Sudy  
10781 Cleary Boulevard, Unit 106  
Plantation, Florida 33324

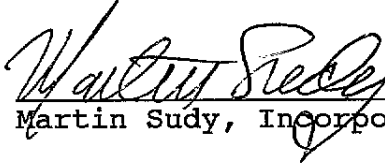
**ARTICLE VI. PURPOSE OF THE CORPORATION.**

This corporation is organized for the following purpose:

1. To carry on any lawful business necessary or incidental to the attainment of the purposes of this corporation, whether or not such a business is similar in nature to the purposes enumerated in these articles of incorporation, and for the purposes of transacting any and all lawful business.

2. To be involved in the business of franchising, marketing franchises, assisting people in franchising their business, and in any and all ways to be involved in the franchising industry.

The undersigned executed these articles of incorporation on  
November 20, 1998.

  
\_\_\_\_\_  
Martin Sudy, Incorporator

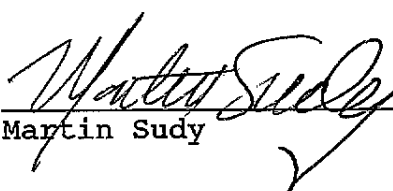
**Designation and Acceptance of Registered Agent  
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Fran Cap Associates, Inc..
2. The name of the registered agent is Martin Sudy.
3. The address of the registered agent/registered office is 10781 Cleary Boulevard, Unit 106, Plantation, Florida 33324.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Martin Sudy

Date: November 20, 1998.

**FILED**  
98 DEC -7 AM 10:46  
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