

P99000004066

TRANSMITTAL LETTER

000002736990--9
-01/11/99--01125--016
*****70.00 *****70.00

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

SUBJECT: INTERNATIONAL FRANCHISE SALES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for seventy dollars (\$70.00) for the corporate filing fee.

FROM: Brenda Lee Hamilton
555 South Federal Highway
Suite 400
Boca Raton, Florida 33432
(516) 416-8956

FILED
99 JAN 11 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/14/99-T.A.

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL FRANCHISE SALES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
International Franchise Sales, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
**555 S. Federal Highway, Suite 400
Boca Raton, Florida 33432**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

i) 10,000,000 shares of common stock with \$.01 par value of the Corporation.

ii) 10,000,000 shares of preferred stock with \$.01 par value of the Corporation in five (5) series, and the Board of Directors is authorized to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series; and

iii) The Board of Directors of the Corporation shall have the authority to issue options and other rights in the Corporations's shares to directors, officers and employees of the Corporation without offering the same to the Shareholders generally.

All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

**Brenda Lee Hamilton
555 S. Federal Highway, Suite 400
Boca Raton, Florida 33432**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 11 AM 10:54

FILED

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles are:

Brenda Lee Hamilton
555 S. Federal Highway, Suite 400
Boca Raton, Florida 33432

ARTICLE VI SPECIFIC BUSINESS PURPOSE

The purpose of the Corporation is to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act, pursuant to section 607.0301, Florida Statutes.


Signature/Incorporator

1-6-98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Signature/Registered Agent

1-6-98
Date

FILED
99 JAN 11 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA