

P99000016991

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 19 PM 3:06

September 24, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-10/01/98--01019--012
****122.50 *****78.75

SUBJECT: Fran-Well, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50.

FROM:

William F. Foody
[NAME]
6744 Entrada Place
Boca Raton, Florida 33433
(561) 883-6604
[ADDRESS]
[DAYTIME TELEPHONE #]

784,254 4/2551,2550
W/98-22545

D. BROWN FEB 22 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1998

WILLIAM F. FOODY
6744 ENTRADA PLACE
BOCA RATON, FL 33433

SUBJECT: FRAN-WELL, INC.
Ref. Number: W98000022545

We have received your document for FRAN-WELL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 398A00049283

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ARTICLES OF INCORPORATION
OF
FRAN-WELLIN, INC.

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

ARTICLE I

The name of the corporation shall be FRAN-WELLIN, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suite, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves as served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

William F. Foody

6744 Entrada Place
Boca Raton, Florida 33433

Bettina Foody

6744 Entrada Place
Boca Raton, Florida 33433

Joseph Foody

6744 Entrada Place
Boca Raton, Florida 33433

ARTICLE VIII

The initial registered agent of the corporation is WILLIAM F. FOODY, the street address of the corporation's initial registered office is William F. Foody, 6744 Entrada Place, Boca Raton, Florida 33433.

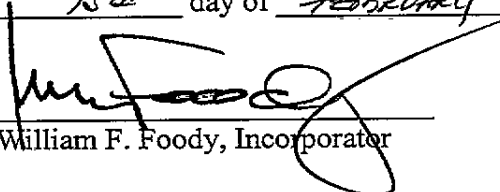
ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 6744 Entrada Place, Boca Raton, Florida 33433.

ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is William F. Foody, 6744 Entrada Place, Boca Raton, Florida 33433.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of FEBRUARY, 1999.



William F. Foody, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: FRAN-WELLIN, INC.
2. The name and address of the registered agent and office is:

William F. Foody

6744 Entrada Place
Boca Raton, Florida 33433

Date:

Signature:

Title:

Incorporator /Registered Agent

CONSENT TO SERVE AS REGISTERED AGENT
FOR
FRAN-WELLIN, INC.

Having been named in the State of Florida as registered agent and to accept service of process for the above stated 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 statues relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

Signature of Registered Agent (INCLUDE TITLE IF
SIGNING FOR CORPORATE REGISTERED AGENT)