

P99000024477

Ann L. Kendall
670 Bella Vista Court South
Jupiter, Florida 33477
561-722-9767

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 12:46

March 10, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
3-5-99

600002802356--6
-03/11/99--01061--019
*****78.75 *****78.75

RE: **Franchise Direct, Inc.**

Enclosed please find Articles of Incorporation for the above referenced company. Also enclosed is my check for Seventy-Eight Dollars and Seventy-five Cents (\$78.75) which includes the fee for a certified copy.

Please send filed articles to me at the above address.

Thank you,


Ann L. Kendall

Enclosure: 2 originals of Articles of Incorporation
1 Check

QUESTIONS - CALL 561-722-9767

D. BROWN MAR 17 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 12:46

Franchise Direct, Inc.

Formed in Florida

Federal Employer Identification Number (Tax ID): 65-0899898

Articles of Incorporation
of
Franchise Direct, Inc.

EFFECTIVE DATE
3-5-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 12:46

Article I. Name

The name of this Florida Corporation is:
Franchise Direct, Inc.

Article II. Address

The mailing address of the Corporation is:
Franchise Direct, Inc.
120 S. Olive Avenue
Suite 403
West Palm Beach, Florida 33401

Article III. Capital Stock

The Corporation shall have the authority to issue 25,000 shares of common stock, par value \$.01

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Ann Kendall
670 Bella Vista Court South
Jupiter, Florida 33477

Article V. Board of Directors

A Board of Directors consisting of no less than one director shall manage the affairs of the Corporation. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

John Vailati

Article VI. Incorporator

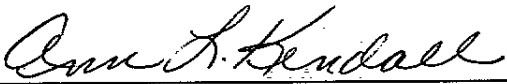
The name and address of the incorporator is:

Ann L. Kendall
670 Bella Vista Court South
Jupiter, Florida 33477-5561

Article VII. Corporate Existence

The corporate existence of the Corporation shall be effective as of March 5, 1999.

The authorized representative of the incorporator executed these Articles of Incorporation on this 5th Day of March, 1999.

By: 
Ann L. Kendall

CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND RESGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 11 PM 12:46

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: Franchise Direct, Inc.
2. The name and address of the registered agent and office is:

Ann L. Kendall
670 Bella Vista Court South
Jupiter, Florida 33477-5561

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 provision 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.

Ann L. Kendall
Ann L. Kendall

March 10, 1999
Date