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MICHAEL L. FISHER
8141 BAYHAVEN DRIVE
SEMINOLE, FLORIDA 33776
(727) 319 9116

July 6, 1999

The Secretary of State
Corporations Division
The Capital
Tallahassee, Florida

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122.50 **78.75

To Whom it may concern:

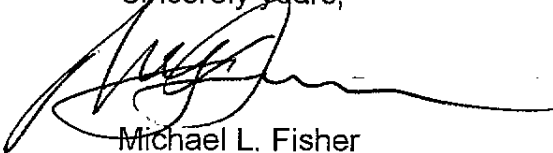
Enclosed are two copies of the Articles of Professional Association for:

The Franchise Strategies Group, INC.

Would you please issue a Charter for this Professional Association. I have enclosed a check in the amount of \$122.50 to cover the fees. Should you have questions regarding this professional association, please call me at (727) 319 9116

Thank You.

Sincerely yours,



Michael L. Fisher

FILED
99 JUL -9 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc.

EFFECTIVE DATE
7-6-99

7-16
WS

ARTICLES OF PROFESSIONAL ASSOCIATION

OF

The Franchise Strategies Group, INC.

FILED
99 JUL -9 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Professional Association are natural persons competent to contract and form a Professional Association under the Florida General Corporations Act.

ARTICLE I - NAME

The name of the Professional Association is The Franchise Strategies Group, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Professional Association is to engage in consulting activity on a fee basis with clients regarding their business interests and related business permitted under the laws of the State of Florida and the United States.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Professional Association shall consist of One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) Dollar each, amounting in the aggregate to One Thousand (\$1000.) Dollars.

The authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of the Professional Association at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Professional Association shall begin business is One Thousand (\$1000.) Dollars.

EXPIRES DATE
7-16-99

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Professional Association of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof as nearly as may be done without issuance of fractional shares at the price which it is offered to others.

ARTICLE VI - TERM OF EXISTENCE

This Professional Association shall have perpetual existence.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the Professional Association is to be: 8141 Bayhaven Drive, Seminole, Florida, 33776. The name of the initial registered agent of this Professional Association is Michael L. Fisher, whose address is 8141 Bayhaven Drive, Seminole, Florida 33776. The Board of Directors may, from time to time, designate such other address or place to the principal office of this Professional Association as it may deem fit.

ARTICLE VIII - DIRECTORS

The Professional Association shall have One (1) director, initially. The number of directors may be changed from time to time by the By-Laws.

ARTICLE IX - INITIAL DIRECTORS

The names and addresses of the first Directors who shall hold office until their successors are elected and have qualified, are as follows:

Michael L. Fisher - Seminole, Fl.

ARTICLE X - EFFECTIVE DATE

These Articles of Professional Association shall be effective the 6th day of July, 1999.

ARTICLE XI - MANAGEMENT

The business and affairs of the Professional Association shall be managed by the shareholders of the Professional Association and the Board of Directors.

ARTICLE XII - BY-LAWS

The By-Laws of this Professional Association shall be promulgated by the Board of Directors and approved by a majority of the stockholders at any regular meeting. Thereafter, the By-Laws may be amended, altered, or recinded by a majority of the Board of Directors present at any regular or special meeting called for that purpose and then ratified by a majority of the stockholders at their regular meeting.

ARTICLE XIII - STOCK RESTRICTIONS

Restrictions of Stock. No holder of shares of stock of this Professional Association shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of the Professional Association which he owns or may hereafter acquire except as follows:

(A) Sale during lifetime: Any shareholder who wishes to dispose of his stock interest in this Professional Association during his lifetime shall offer to sell his stock interest to the Professional Association and the Professional Association will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the By-Laws of the Professional Association.

In the event that this Professional Association is unable to purchase all or any part of the shares owned by the selling shareholder because of the Professional Association's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the Professional Association, nor the remaining shareholders, the selling shareholder may dispose of his stock to any other person.

(B) Purchase of stock upon shareholder's death: Upon the death of a shareholder, the legal representative within six (6) months after the death of the shareholder shall offer to sell all of the decedent's shares to the Professional Association for the price and upon the terms and conditions as provided by the By-Laws of the Professional Association.

In the event the Professional Association is unable to purchase all or any part of the shares owned by the selling shareholder because of the Professional Association's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Notice of Sale of Stock. The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to the Professional Association. The Professional Association shall have thirty (30) days in which to make their purchase.

Endorsement on Stock Certificates. All stock certificates of this Professional Association owned by shareholders shall be endorsed with the following statement: "The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this Professional Association."

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Professional Association to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Professional Association.

ARTICLE XVI - INDEMNIFICATION

The Professional Association shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either existing now or hereafter enacted.

ARTICLE XVII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Professional Association may take action by written consent, as provided by law, except the following actions must be taken at a meeting of directors:

- (1) Dissolution or merger of the Professional Association, or
- (2) Sale of Professional Association assets.

ARTICLE XVIII - AMENDMENT

These Articles of Professional Association may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote hereon, unless all the directors and all the stockholders sign a written consent manifesting their intention that a certain amendment of these Articles of Professional Association be made.

ARTICLE XIX - SUBSCRIBER

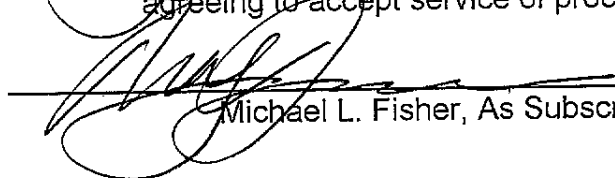
The name and address of the incorporator and subscriber of these Articles of Professional Association is as follows:

Michael L. Fisher
8141 Bayhaven Drive
Seminole, Florida 33776

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Professional Association under the laws of the State of Florida this 6th day of July 1999.



Michael L. Fisher, As Registered Agent, willing and agreeing to accept service of process.

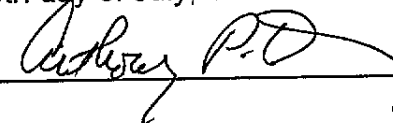


Michael L. Fisher, As Subscriber

State of Florida)
)ss
County of Pinellas)

BEFORE ME, the undersigned notary public, duly authorized to take acknowledgments, on this day personally appeared Michael L. Fisher as subscriber and Michael L. Fisher, Registered Agent, to me well known, and known to me to be the persons who executed the foregoing Articles of Professional Association, and acknowledged that the executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 6th day of July, 1999.



Notary Public

My Commission Expires: 9/29/00

