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CHARLES R. BENNETT
(DEC. 1996)

JAMES E. BEDSOLE, P.A.
ROBIN H. CONNER, P.A.

July 12, 1999

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-07/14/99-01011-016
*****78.75 *****78.75

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Incorporation of
MARLIN SALES & MARKETING, INC.
KMD DESIGN AND MARKETING GROUP INCORPORATED
FRANKLY, INC. and
J.C. QUALITY SERVICE, INC.

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for each of the four (4) above-referenced corporations. Also enclosed is a separate check for each corporation covering the following incorporation costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

TOTAL OF EACH CHECK ENCLOSED: \$ 78.75

Total of four (4) enclosed checks covering costs: \$315.00

FILED
99 JUL 14 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Please file the enclosed Articles of Incorporation and return the certified copies to this office.

Should you have any questions on the enclosures, please contact either Mr. Conner or myself.

Thank you very much for your assistance.

Sincerely,

Rita B. Gallegos

Rita B. Gallegos, Legal Assistant
for ROBIN H. CONNER, ESQ.

/rbg
Enclosures

Rita Gallegos GAVE
AUTHORIZATION BY PHONE TO
CORRECT *RA acc. add Esg.*
DATE *2-21-99*
DEC. EXAM *CB*

CB
2-21-99

ARTICLES OF INCORPORATION OF

FRANKLY, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: FRANKLY, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these Articles.

**ARTICLE V. MAILING ADDRESS, REGISTERED AGENT AND
INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office and mailing address of this Corporation in the State of Florida shall be:

Robin H. Conner, Esquire
Bedsole & Conner
1750 AlA South, Suite B
St. Augustine, Florida 32084

The Board of Directors from time to time may move the Registered Office, principal office or mailing address to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Frank Andrews
2041 E. F. Griffin Road
Bartow, Florida 33830

ARTICLE VIII. INCORPORATOR.

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Robin H. Conner
1750 A1A South, Suite B
St. Augustine, Florida 32084

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on July 12, 1999.

Robin H. Conner
Incorporator

STATE OF FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, a Notary Public, personally appeared ROBIN H. CONNER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on JULY 12, 1999.



Rita B. Gallegos
Notary Public, State of Florida
at Large
My Commission expires: 8/11/99

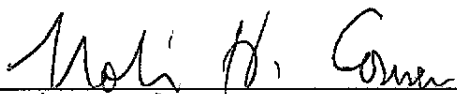
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That FRANKLY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1750 A1A South, Suite B, St. Augustine, County of St. Johns, State of Florida, has named Robin H. Conner, Esq. located at 1750 A1A South, Suite B, St. Augustine, County of St. Johns, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Registered Agent

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99 JUL 14 AM 11:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA