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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.

Account Number : 070744001530

Phone : (305)358-2571

Fax Number : (305)358-7832

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FLORIDA PROFIT CORPORATION OR P.A.

FRANCHISE AMERICA INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation: FRANCHISE AMERICA INC.

Address of Corporation: 4638 SECRET RIVER TRAIL
PORT ORANGE, FLORIDA 32119

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000, with a par value of OMIT.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: MARK MILBURN

REGISTERED OFFICE: 4638 SECRET RIVER TRAIL
PORT ORANGE, FLORIDA 32119

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

12 / 21 / 99
Date


Signature of Registered Agent

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JANUARY 1999

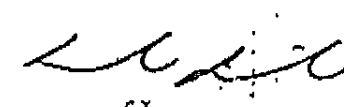
Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. MARK MILBURN, 4638 SECRET RIVER TRAIL, PORT ORANGE, FLORIDA 32119
2. MARTIN J. McDERMOTT, 262 MARCIA WAY, BRIDGEWATER, NEW JERSEY 08807
3. DEBORAH MILBURN, 4638 SECRET RIVER TRAIL, PORT ORANGE, FLORIDA 32119

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

MARK MILBURN
4638 SECRET RIVER TRAIL
PORT ORANGE, FLORIDA 32119

In witness whereof, I have subscribed my name:


Signature of Incorporator

H99-32597

Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571