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FLORIDA PROFIT CORPORATION OR P.A.

francis investment group, inc.

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ARTICLES OF INCORPORATION

OF

FRANCIS INVESTMENT GROUP, INC.

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The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Act, Chapter 607 of the Florida Statutes hereby adopts the following Articles of incorporation.

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation FRANCIS INVESTMENT GROUP, INC. here in after referred to as the "Corporation".

ARTICLES II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office is 21012 SW 91 Court, Miami FL 33189

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statue, as amended.

ARTICLE V: AUTHORIZED SHARES

The corporation is authorized to issue Two Thousand (2,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The board of Directors may authorize the issue of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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**ARTICLE VII: INTIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is: 21012 SW 91 Court Miami, Fl. 33189 and the registered agent at that office is LINFORD CODLING.

**ARTICLE VIII: INTIAL BOARD OF DIRECTORS**

The Corporation shall have TWO directors constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws. The initial Board of directors (s) of the Corporation shall be comprise of :

**WILLIAM A. FRANCIS - PRESIDENT  
FABIENNE M. FRANCIS - VICE PRESIDENT**

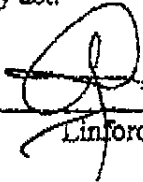
**ARTICLE IX: INCORPORATOR**

The incorporators of the Corporation are as follows:

**LINFORD CODLING  
9635 SW 181 TERR.  
MIAMI, FL 33157**

IN WITNESS WHEREOF, I, LINFORD CODLING, the undersigned incorporator, have signed these Articles of Incorporation on this 3<sup>rd</sup> day of October, 2005, and acknowledged the same to be my act.

X



Linford Codling

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

Pursuant to the provisions of chapters 48.091 and 607.091 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First - that **FRANCIS INVESTMENT GROUP, INC.**... desiring to organize under laws of the State of Florida with its principal office, as indicated in the articles of incorporation at ~~City of MIAMI~~ **County of DADE**, state of ~~FLORIDA~~ has named **Linford Codling** at **County of Dade**, state of Florida, as its agent to accept service of process within this state.

- Acceptance of Agent -

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ACKNOWLEDGMENT:

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 provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By   
LINFORD CODLING

Date: October 3 '05

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