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5/02/96

FLORIDA DIVISION OF CORPORATIONS

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA 32399
FAX: (904) 222-4000

PUBLIC ACCOUNTANTS
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FROM: EN IN CORPORATION
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MIAMI FL 33135-
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FRANCO OF MIAMI, INC.**

The undersigned file these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **FRANCO OF MIAMI, INC.** The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

The street address of the initial principal office and the name and address of it's registered agent shall be as follows:

*FRANK J. SEGREDO, ESQ.
001 PONCE DE LEON BLVD. # 701
CORAL GABLES, FL 33134
(305) 444-1741
FBN. 358 010*

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**FRANK J. SEGREDO, ESQ.
ALBORNOZ AND SEGREDO
3191 CORAL WAY, SUITE 510
MIAMI, FLORIDA 33145**

ARTICLE V

The initial board of directors of the corporation shall be composed of one person.
The name and address of this corporation's director is as follows:

**FANNY COIFFMAN
10155 COLLINS AVENUE
UNIT NO. 1102
BAL HARBOUR, FLORIDA 33154**

ARTICLE VI

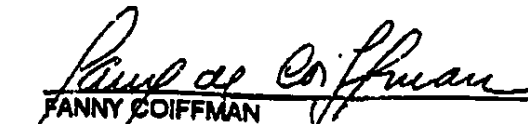
The name and address of the incorporator of this corporation is:

**FANNY COIFFMAN
10155 COLLINS AVENUE
UNIT NO. 1102
BAL HARBOUR, FLORIDA 33154**

ARTICLE VII

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 26th day of October 1993.


FANNY COIFFMAN

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STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the State and County above named, personally appeared **FANNY COIFFMAN**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20th day of October, 1993.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: JULY 14, 1995.
BORROW TEXT: NOTARY PUBLIC UNDERWRITERS

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.



FRANK J. SEGREDO, ESQ.

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TALLAHASSEE, FLORIDA

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