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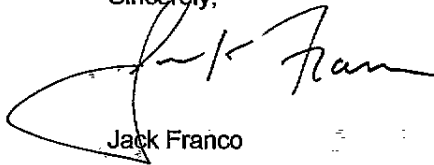
December 30, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

To Whom It May Concern:

Enclosed please find two originally executed Articles of Incorporation of J.Franco, Inc. for filing in Florida. Please return a certified copy to me once it has been filed. Thank you.

Sincerely,



Jack Franco

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date:
CB
1-5-98

ARTICLES OF INCORPORATION

OF

J. Franco, Inc.

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of this corporation is J. Franco, Inc.

ARTICLE II - ADDRESS

The street address of the principal office of this corporation is 2436 Flamingo Drive #12B, Miami Beach, Florida 33140.

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this corporation shall have authority to issue is One Hundred (100) shares of common stock, all of which are to have a par value of \$.001 per share.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Jack Franco | 2436 Flamingo Drive #12B Miami Beach, Florida 33140 |

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be increased and thereafter increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one. The name and address of the member of the initial Board of Directors of this corporation is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Jack Franco | 2436 Flamingo Drive #12B Miami Beach, Florida 33140 |

ARTICLE VI - INCORPORATOR

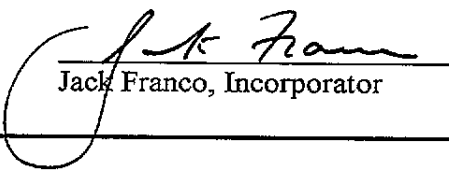
The name and address of the person signing these Articles of Incorporation as Incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Jack Franco | 2436 Flamingo Drive #12B Miami Beach, Florida 33140 |

ARTICLE VII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested inn each of the Board of Directors and the shareholders of this corporation.

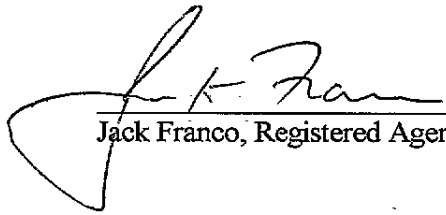
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of DECEMBER 1997.



Jack Franco, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Jack Franco, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA