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CHRISTINE M. FRANCO
2780 North Riverside Drive
Tampa, Florida 33602
(813)287-7455

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 10, 1998

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Florida Secretary of State
409 East Gaines
Tallahassee, FL 32399
Attn: New Corporate Filings

Re: Franco & Franco, P.A.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 for the filing fee. Please return evidence of filing by sending me a "Filed" stamped copy of the enclosed copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call me.

Sincerely,

Christine M. Franco

Christine M. Franco

Enclosures

P. Hall

FEB 12 1998

ARTICLES OF INCORPORATION OF FRANCO & FRANCO, P.A.

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The undersigned subscribers to these Articles of Incorporation, natural persons who are competent to contract and legally authorized to practice the profession of law in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is **FRANCO & FRANCO, P.A.**

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of law as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation, which consist of the practice of law, shall be carried out only through officers, employees and agents who are licensed in Florida to render legal services.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$.01 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice law in the State of Florida.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal office of Corporation is 2780 North Riverside Drive, #601, Tampa, Florida 33602. The name of the Corporation's initial registered agent's address is 2780 North Riverside Drive, #601, Tampa, Florida 33602 and the registered agent at that address is Christine Franco. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and change the registered agent and registered agent's address.

VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice law in the State of Florida and in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors are as follows:

NAME	ADDRESS
Christine Franco	2780 North Riverside Drive, #601 Tampa, Florida 33602
Manuel Franco	2780 North Riverside Drive , #601 Tampa, Florida 33602

ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, and are duly licensed in the State of Florida to practice law are as follows:

NAME	ADDRESS
Christine Franco	2780 North Riverside Drive, #601 Tampa, Florida 33602
Manuel Franco	2780 North Riverside Drive, #601 Tampa, Florida 33602

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his or her shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation and Limited Liability Company Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of February, 1998.

Christine Franco
CHRISTINE FRANCO

Manuel Franco
MANUEL FRANCO

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Franco & Franco, P.A.
2. The name and address of the registered agent and office is:

Christine Franco
2780 North Riverside Drive, #601
Tampa, Florida 33602

SIGNATURE: Christine Franco
Christine Franco
Incorporator and Director

DATE: February 10, 1998

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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Christine Franco
Christine Franco

DATE: February 10, 1998