

JAN- 8-03 WED 10:27 AM

Division of Corporations

P. 1

Page **FILED**

03 JAN -8 AM 7:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P03000002685

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000010008 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

FLORIDA PROFIT CORPORATION OR P.A.

FRANCO PROPERTIES INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

OR 1/6

JAN- 8-03 WED 10:27 AM

P. 2

4030000/0008

FILED
03 JAN -8 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
FRANCO PROPERTIES INC.
EFFECTIVE AS OF 12/31/02**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **FRANCO PROPERTIES INC.**

ARTICLE II

The mailing address and principal place of business of this corporation shall be: 2100 Ponce De Leon Boulevard, Suite 600, Coral Gables, FL 33134

ARTICLE III

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the bylaws of the corporation.

ARTICLE IV

The name and address of the corporation's initial registered agent is:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

ARTICLE V

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

4030000/0008

H03000010007

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, FL 33134

ARTICLE VII

The names and addresses of the initial directors of the corporation are as follows:

Donald Mangual and Johany Goveo
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, FL 33134

ARTICLE VIII

The names and addresses of the initial officers of the corporation are as follows:

Donald Mangual	Johany Goveo
President	Secretary

The addresses of the aforementioned parties will be 2100 Ponce De Leon Blvd., Suite 600, Coral Gables, FL 33134.

ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

H03000010008

JAN- 8-03 WED 10:28 AM

P. 4

1103000010008

FILED
03 JAN -8 AM 7:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 30th day of December, 2002.


JORGE GURIAN
INCORPORATOR

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: FRANCO PROPERTIES INC.
2. The name and the Florida street address of the initial registered agent are:

Jorge Gurian
2100 Ponce De Leon Boulevard, Suite 600
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for FRANCO PROPERTIES INC. 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 obligations of my position as registered agent.


JORGE GURIAN

1103000010008