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STEVEN A. COHEN, ESQ.
ATTORNEY AT LAW

NORTHBRIDGE CENTRE
515 N. FLAGLER DRIVE
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April 27, 2000

Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

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-04/28/00--01110--005
*****78.75 *****78.75

Re: Fralco, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation (original and duplicate) for the above named corporation.

Also enclosed is a check for the following:

Filing fee	\$35.00
Certificate Under Seal	8.75
Designation of Registered Agent	35.00
	<hr/>
	\$78.75
	=====

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,



Steven A. Cohen, Esquire

FILED
00 APR 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch, MAY 1 2000

ARTICLES OF INCORPORATION
OF
FRALCO, INC.

FILED
00 APR 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be **FRALCO, INC.** The principal place of business of this corporation shall be **106 MALAGA STREET, ROYAL PALM BEACH, FLORIDA 33411**

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX – REGISTERED OFFICE

The street address of the corporation's initial registered office is **NORTHBRIDGE CENTRE, 515 NORTH FLAGLER DRIVE, SUITE 300 PAVILION, WEST PALM BEACH, FLORIDA 33401** and the name of the initial registered agent at that address is **STEVEN A. COHEN, ESQUIRE**, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - OFFICERS

The initial officers of the Corporation shall be:

President:	Steven A. Cohen
Vice President:	John Alger
Treasurer:	Dana Santino Fragakis
Corporate Secretary:	Dana Santino Fragakis

ARTICLE EIGHT - DIRECTORS

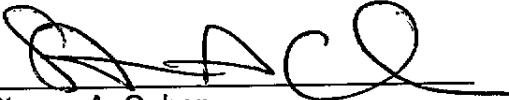
The initial Board of Directors shall consist of Three (3) members. The name and addresses of the members of the initial Board of Directors is:

Steven A. Cohen	3901 S. Flagler Drive #402 West Palm Beach, Florida 33405
John Alger	106 Malaga Street Royal Palm Beach, Florida 33411
Dana Santino Fragakis	15842 Cypress Park Drive Wellington, Florida 33414

ARTICLE NINE - INCORPORATOR

The name and address of the incorporator is Steven A. Cohen, 3901 S. Flagler Drive #402, West Palm Beach, Florida 33405

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 27 day of April, 2000.


Steven A. Cohen

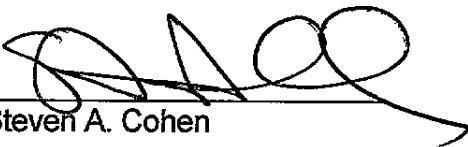
Incorporator

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

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That **Fralco, Inc.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Palm Beach, State of Florida, and has named **Steven A. Cohen, Esquire** located at **Northbridge Centre, 515 North Flagler Drive, Suite 300 Pavilion, West Palm Beach, Florida 33401** as its agent to accept service of process within Florida.

Executed this 27 day of April, 2000.


Steven A. Cohen

Director

FILED
00 APR 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed this 27 day of April, 2000.


Registered Agent