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DAVID A. FONTES, LL.M.

1303 N. ARMENIA AVE. • TAMPA, FLORIDA 33607 • (813) 494-3629

July 17, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-07/19/00--01078--020
*****78.75 *****78.75

Re: Articles of Incorporation

Dear Sir:

Enclosed please find the Articles of Incorporation of FRANK GROUP INTERNATIONAL, INC.. Enclosed please find a check in the amount of \$78.75 for filing this document, the designation of resident agent, and for a certified copy of the Articles (copy enclosed). Please send the certified copy to me at the above address.

If there are any questions, please contact me at the telephone number above.

Sincerely,



David A. Fontes, LL.M.

Attorney-at-Law

FILED
00 JUL 19 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JK 7/24

ARTICLES OF INCORPORATION
OF
FRANK GROUP INTERNATIONAL, INC.

FILED
00 JUL 19 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with Chapter 607, Florida Statutes, Florida Business Corporation Act.

ARTICLE I - NAME

The name of this corporation is FRANK GROUP INTERNATIONAL, INC., and the principal place of business and mailing address of this corporation shall be 13725 N. 12th Street, Tampa, Florida 33613.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation in the State of Florida is 13725 N. 12th Street, Tampa, Florida 33613; and the initial registered agent is JEAN-MICHEL SANTACREU. The Board of Directors may, from time to time, move the

location of the registered office to any other address in the State of Florida, and may, from time to time, change the registered agent of this corporation.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

This corporation will commence existence upon filing, and exist perpetually thereafter, unless dissolved according to law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of \$1.00 par value common stock.

ARTICLE VI - DIRECTORS

The number of Directors of this corporation shall be not less than two (2). The number of Directors may be diminished or increased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than two (2).

ARTICLE VII - INITIAL DIRECTORS

The initial Board of Directors shall consist of two (2) members, whose names and street addresses are as follows:

JEAN-MICHEL SANTACREU
13725 N. 12th Street
Tampa, Florida 33613

MUS

MARIAN M. POSTAMER
994 Lehigh Drive
Yardley, Pennsylvania 19067

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator are as follows:

JEAN-MICHEL SANTACREU
13725 N. 12th Street
Tampa, Florida 33613

ARTICLE IX - AMENDMENTS OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 17th day of July, 2000.



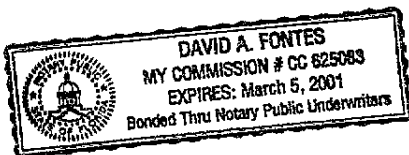
JEAN-MICHEL SANTACREU

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 17th day of July, 2000, personally appeared JEAN-MICHEL SANTACREU, to me well known or who has produced a drivers license as identification and known to be the person described in, and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL on the date, and in the county and state hereinabove stated.



David A. Fontes

NOTARY PUBLIC - STATE OF FLORIDA

Printed Name DAVID A. FONTES

MY COMMISSION EXPIRES: 3/5/01

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 FRANK GROUP INTERNATIONAL, INC..
2. The name and address of the registered agent and office are:

JEAN-MICHEL SANTACREU
13725 N. 12th Street
Tampa, FL 33613

Signature



Title

INCORPORATOR

Date

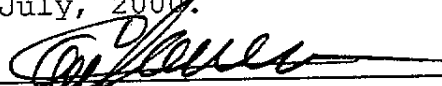
7/17/00

ACKNOWLEDGMENT:

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 obligations of my position as registered agent.

Executed this 17th day of July, 2000.

By:



JEAN-MICHEL SANTACREU
Registered Agent

00 JUL 19 PM 12:35
TALLAHASSEE, FLORIDA
STATE OF FLORIDA

FILED