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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

m. frank corp.

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ARTICLES OF INCORPORATION

OF

M. FRANK CORP.

ARTICLE I - NAME

The name of this corporation shall be M. FRANK CORP.

ARTICLE II - DURATION

This Corporation shall commence existence immediately upon filing these Articles of Incorporation and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III - PURPOSE & POWERS

Except as restricted by these Articles of Incorporation, this Corporation is organized for each and every legal and lawful purpose for which a corporation may be organized under Florida law.

Except as restricted by these Articles of Incorporation, this Corporation shall have and may exercise all powers and rights which a corporation may exercise under Florida law or under the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation is 2000 Glades Road, Suite 306, Boca Raton, Florida 33431.

Prepared by:
Steven A. Helson, Esq.
Helson & Lewis
Bank of America Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

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ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office for this Corporation are:

Steven A. Belson, Esq.
Belson & Lewis
Bank of America Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Steven A. Belson, Esq.
Belson & Lewis
Bank of America Building
2000 Glades Road, Suite 306
Boca Raton, FL 33431

ARTICLE VIII - SUB-CHAPTER S-ELECTION

It is the intention of this Corporation to be treated as an Electing Small Business Corporation (Sub-Chapter S Corporation) and to accomplish same, will comply with the provisions of Section 1372 of the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE IX - BOARD OF DIRECTORS

This Corporation shall have an initial Board of Directors consisting of one (1) Director. The number of Directors may be changed from time to time by the Bylaws of the Corporation, provided that the Board of Directors shall at all times have no less than one (1) Director and no more than three (3) Directors.

ARTICLE X - BYLAWS

The Bylaws of this Corporation may be adopted, amended, altered or repealed by the Board of Directors.

ARTICLE XI - INDEMNIFICATION

This Corporation may indemnify its officers and directors to the fullest extent permitted under Florida law.

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ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation by majority vote of the Shareholders of the Corporation, provided that the same be accomplished in accordance with the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th of January, 2001.


STEVEN A. BELSON, ESQ., Incorporator

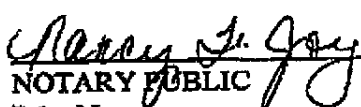
STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared STEVEN A. BELSON, ESQ. as Incorporator, who is personally known to me or who has produced _____ as identification, and he acknowledged before me that he executed the same.

WITNESS my hand and seal this 10th day of January, 2001.



Nancy F. Joy
MY COMMISSION # 0015741 EXPIRES
April 22, 2004
BONDED THROUGH FARM INSURANCE, INC.


NOTARY PUBLIC
Print Name: _____
Comm. Exp.: _____
Comm. No.: _____

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

The name of the corporation is M. FRANK CORP.

The name and address of the registered agent and office is: STEVEN A. BELSON, ESQ.,
2000 Glades Road, Suite 306, Boca Raton, FL 33431.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: January 10, 2001.



STEVEN A. BELSON, ESQ.
Registered Agent

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