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HENRY A. FRICKE

ATTORNEY AT LAW

CRYSTAL CORPORATE CENTER • SUITE 200 - A

2500 MILITARY TRAIL

BOCA RATON, FLORIDA 33431

TELEPHONE (561) 241-1813  
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June 28, 2001

FILED  
01 JUL -2 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of "FRESCO INTERNATIONAL, INC.

S00004456285--3  
-07/02/01--01082--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Fresco International, Inc., together with check in the amount of \$122.50, representing the following:

Filing Fee:	\$ 35.00
Fee for certified copy:	52.50
Fee for designation of registered agent:	<u>35.00</u>
Total:	<u>\$122.50</u>

When the Articles of Incorporation have been filed, please return to me a certified copy of the Articles of Incorporation and registered agent certificate. A self-addressed, postage prepaid, envelope is enclosed for your convenience.

Should you have any questions concerning this filing, please do not hesitate to contact me.

Very truly yours,

*Henry A. Fricke*  
Henry A. Fricke

HAF/agk  
Encl.

7-9-01  
WC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FRESCO INTERNATIONAL, INC.**

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND INITIAL PRINCIPAL OFFICE**

The name of the corporation is "FRESCO INTERNATIONAL, INC." (hereinafter referred to as the "Corporation"). The initial principal office and mailing address of the Corporation is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431.

**ARTICLE II**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE III**

**TERM**

The term for which the Corporation shall exist shall be perpetual and it will commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 500 shares of Common Stock, par value \$1.00 per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and registered agent of the Corporation in this state is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431. The name of the initial registered agent of the Corporation at that address is Henry A. Fricke, Esq.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one.

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

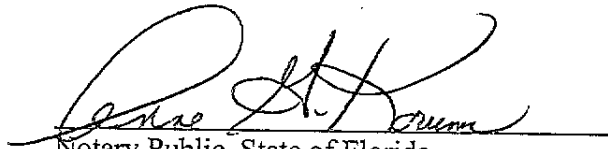
<u>Name</u>	<u>Address</u>
Henry A. Fricke, Esq.	2500 Military Trail Suite 200 Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of June, 2001.

  
HENRY A. FRICKE, ESQ.  
Incorporator

STATE OF FLORIDA            )  
  )ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of June, 2001 by HENRY A. FRICKE, ESQ., who is personally known to me.

  
Notary Public, State of Florida  
Print Name: Anne G. Korum

My Commission Expires:



Anne G. Korum  
Commission # CC 945854  
Expires July 30, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FRESCO INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Boca Raton, Florida, has named HENRY A. FRICKE, ESQ. whose address is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for FRESCO INTERNATIONAL, INC. at the place designated in this Certificate, I hereby acknowledge that I am familiar with, and accept the obligations of serving as the Registered Agent for the Corporation and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 27th day of June, 2001.

  
HENRY A. FRICKE, ESQ.  
Registered Agent

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