

JUL-02-2003 WED 03:01 PM

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P. 01

Division of Corporations

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MERIO & PAMELA FIDANZI /
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To:

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

From:

Account Name : ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
Account Number : I19990000006
Phone : (407)425-7010
Fax Number : (407)425-2747

EFFECTIVE DATE

07-01-03

FLORIDA PROFIT CORPORATION OR P.A.

FRANDI HOLDINGS, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
FRANDI HOLDINGS, INC.**

THE UNDERSIGNED, acting as sole incorporator of FRANDI HOLDINGS, INC., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is FRANDI HOLDINGS, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on July 1, 2003, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

**ARTICLE IV
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 3259 Lakeview Oaks Drive, Longwood, Florida 32779. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE V
MAILING ADDRESS**

The mailing address of the corporation is 3259 Lakeview Oaks Drive, Longwood, Florida 32779.

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TALLAHASSEE, FLORIDA

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is Zimmerman, Shuffield, Kiser & Sutcliffe, P.A., 315 East Robinson Street, Suite 600, Orlando, Florida 32801 and the Registered Agent at such address is William R. Lowman, Jr., Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

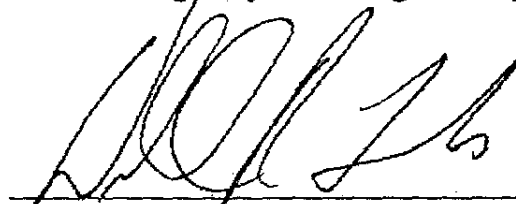
The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Pamela G. Fidanzi
3259 Lakeview Oaks Drive
Longwood, FL 32779

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation is William R. Lowman, Jr., Esq., Zimmerman, Shuffield, Kiser & Sutcliffe, P.A., 315 East Robinson Street, Suite 600, Orlando, Florida 32801.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 1st day of July, 2003.



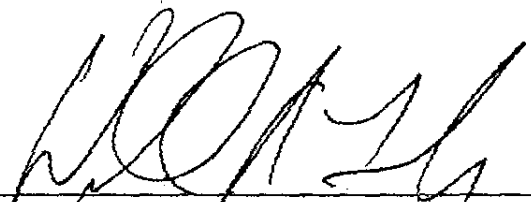
William R. Lowman, Jr., Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 1st day of July, 2003.



William R. Lowman, Jr., Esq., Registered Agent

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TALLAHASSEE, FLORIDA

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