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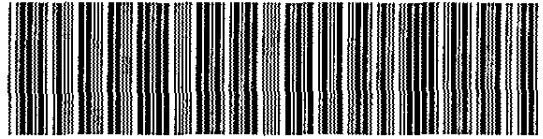
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Frankel Homes Enterprises

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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Signature _____

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**ARTICLES OF INCORPORATION
OF
FRANKEL HOMES ENTERPRISES, INC.**

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

ARTICLE I

The name of the Corporation is FRANKEL HOMES ENTERPRISES, INC..

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE V

The street address of the corporation's principal office is 1200 Clintmoore Road, Suite 15, Boca Raton, Florida 33487 and the initial registered Agent of the corporation is SUSAN A. LOPEZ, ESQ., and the address of its initial Registered Agent is 4400 North Federal Highway, Suite 208, Boca Raton, Florida 33481.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial Board, be determined by the by-laws, but shall never be fewer than One (1).

ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The name and street address of the initial Board of Directors, who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are as follows:

NAME

ADDRESS

Nuria Frankel

1200 Clintmoore Road
Suite 15
Boca Raton, Florida 33487

ARTICLE VIII

The name and address of the Incorporator of this Corporation is as follows:

NAME

ADDRESS

Nuria Frankel

1200 Clintmoore Road
Suite 15
Boca Raton, Florida 33487

ARTICLE IX

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnification in view of all of the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, employee, or agent met the applicable standard of conduct and in receipt of any undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by this Corporation as authorized in this section.

B. The Corporation shall also indemnify any Director, Officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonable incurred by him in connection therewith, without the necessity of an independent determination that such Director, Officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the stockholders, the Corporation shall, no later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or who was a Director, Officer, employee, or agent of the Corporation, or who is serving or was serving at the request of the Corporation as Director, Officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions under these Articles, or under law.

ARTICLE XI

No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm, association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board, a Committee, or the stockholders.


IN WITNESS WHEREOF, the Incorporator hereto has affixed his hand and seal this 23 day of March, 2004.

Nuria Frankel (SEAL)

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NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged before me this 23rd day MARCH, 2004 by NURIA FRANKEL, who is personally known to me or has produced Florida Driver' License as identification and who did not (did) take an oath.

Notary Commission No.:
My Commission Expires:
 Susan A Lopez
My Commission DD182913
Expires April 01, 2007

Susan A. Lopez (SEAL)
Acknowledger's name printed
Notary Public
State of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process of the above-stated corporation, at the place set forth hereinabove, I hereby accepted such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.

Susan A. Lopez
SUSAN A. LOPEZ, ESQ.