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A PROFESSIONAL ASSOCIATION

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4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

October 1, 2004

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Michelle Frank Enterprises, Inc.

Dear Gretchen:


Enclosed please find Articles of Incorporation for Michelle Frank Enterprises, Inc.

Please provide us with a Certificate of Good Standing and send me the originals via Federal Express for next day morning delivery.

We have enclosed a check in the amount of \$78.75 for the applicable filing fees and a self-addressed Fed Ex envelope. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,



Jennifer Aleman

/jla

Enclosure(s)

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ARTICLES OF INCORPORATION
OF
MICHELLE FRANK ENTERPRISES, INC.

The undersigned Incorporator sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be:

MICHELLE FRANK ENTERPRISES, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

Section 1.

The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2.

All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&A REGISTERED AGENT, INC.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

ARTICLE VI
MAILING ADDRESS OF THE CORPORATION

The mailing address of the Corporation is:

2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

The principal office of the Corporation as of the date of execution of these Articles, and is:

2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

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ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The name and address of the initial director, President, Secretary and Treasurer of the corporation, who shall hold office until their successor is elected and qualified or until their earlier resignation or removal from office is:

ALFREDO SALAS DIRECTOR
2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175

GEISA SALAS DIRECTOR
2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175

TANYA RUIZ, DIRECTOR
2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

ALFREDO SALAS
2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175

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ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 13th day of September, 2004.

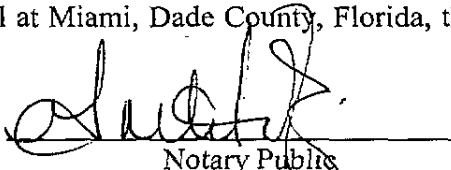


Alfredo Salas
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared ALFREDO SALAS to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 13th day of September, 2004.



Notary Public
State of Florida at Large

My Commission Expires:



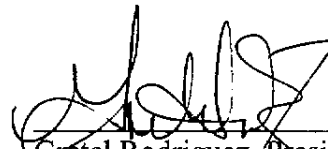
Gretel Rodriguez
Commission # 00260061
Expires Oct. 21, 2007
Aaron Notary
1-800-350-5161

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of MICHELLE FRANK ENTERPRISES, INC. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 13th day of September, 2004.



Gretel Rodriguez, President
A&A Registered Agent, Inc.

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