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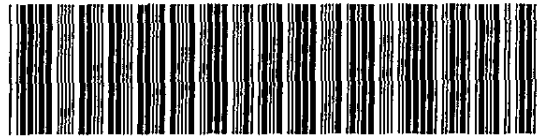
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TALLAHASSEE, FLORIDA

12/29/05
SPK

Accounting Management Advisors, Inc.

Established Since 1968

Congress Square, Ste J
4175 South Congress Ave
Lake Worth, FL 33461
Tel (561) 357-8885 Fax (561) 432-1639

Trusts
Wills
Estates

Income Taxes
Accounting
Business Consulting

December 22, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Franes Consulting, Inc.

Gentlemen:

Please find enclosed, the Articles of Incorporation for the subject corporation, along with checks made payable to Florida Department of State in the amount of \$78.75 for the Articles of Incorporation filing.

The copy of the Articles of Incorporation and any pertinent documentation are to be mailed to me.

Please accept my thanks for your kind help; should you need any additional information, feel free to contact me.

Yours truly,



Elisa A. Armetta, CPA

Enclosures

**ARTICLES OF INCORPORATION
Of**

FRANSES CONSULTING, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for the purpose, I hereby certify, declare, and set forth as follows, to wit:

Article I – Corporate Name

The name of the Corporation shall be:

FRANSES CONSULTING, INC.

Article II – Location

The Corporate location and mailing address are:

3120 North AIA, #805
Fort Pierce, FL 34949

Article III – Existence

The corporation shall exist perpetually unless dissolved according to Florida law.

Article IV – Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida. The general business activity of the corporation will be consulting and sales.

Article V – Capital Stock

The corporation is authorized to issue ONE THOUSAND (1,000) share at ONE dollar (\$1.00) par value, which shall be designated "Common Shares."

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Article VI – Initial Registered Office of Agent

The name of the Registered Agent and the street address of the initial registered office of the Corporation are:

Nathaniel N. Franses
3120 North AIA, #805
Fort Pierce, FL 34949

Article VII – Officers and Directors

The Corporation at all times shall have at least (1) one director. No person shall be required to own, hold, or control stock in the corporation as a condition of holding an office in the corporation.

The name and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected, are:

Nathaniel N. Franses
3120 North AIA, #805
Fort Pierce, FL 34949

Article VIII – Incorporators

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

Nathaniel N. Franses
3120 North AIA, #805
Fort Pierce, FL 34949

Article IX – Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

Article X

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

Article XI – Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

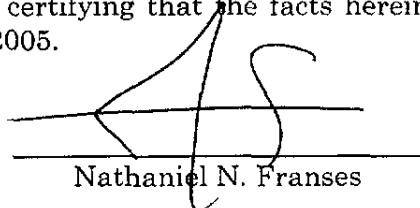
Article XII

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of the corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 19th day of December, 2005.



Nathaniel N. Franses

STATE OF FLORIDA

COUNTY OF St. Lucie

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, personally appeared

Nathaniel N. Franses

Who is not personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged before me that he executed same.

WITNESS my hand and official seal in the County & State as aforesaid this 19 day of December, 2005.

My commission expires: 9-15-09



Notary Public

State of Florida at Large

S. Meade

Certificate designating place of business or domicile for the Service of Process within the State of Florida, naming agent upon whom Process may be served.

Nathaniel N. Franes

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that,

FRANSES CONSULTING, INC.

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at:

3120 North AIA, #805
Fort Pierce, FL 34949

Has named:

Nathaniel N. Franes
3120 North AIA, #805
Fort Pierce, FL 34949

As its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Nathaniel N. Franes

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