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FLORIDA PROFIT CORPORATION OR P.A.

NAME: FRANCO INTERNATIONAL CO.

FAX AUDIT NUMBER: H95000001090

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FRANCO AMERICAN INTERNATIONAL CO.**

EFFECTIVE DATE
1/26/95

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is FRANCO AMERICAN INTERNATIONAL CO..

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin by January 26, 1995.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

This instrument was prepared by:

Law Office of Zaedy R. Pozo
2655 LeJeune Road
Penthouse II
Coral Gables, Florida 33134
(305) 442. 7141
Fl. Bar NO. 361453

EMP. F.D.
55 JAN 31 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of no par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134 and the name of the initial agent of this corporation at that address is ZAEDY R. POZO.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street addresses of the initial directors are as follows:

RICARDO FRANCO
Banco de Boston
Calle Elvira Mendez y Via España
Piso 17, Entrada 1705
Panama City, Panama

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ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is: RICARDO FRANCO, Banco de Boston, Calle Elvira Mendez y Via España, Piso 17, Entrada 1705, Panama City, Panama.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

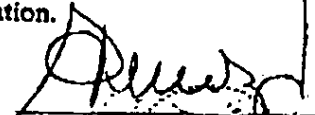
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of January, 1995.



Name: RICARDO FRANCO

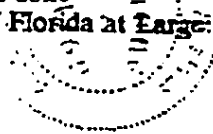
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 26 day of January, 1995 by RICARDO FRANCO, who is personally known to me and who produced Driver's License as identification.



Notary Public
State of Florida at Large

My commission expires:



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**CERTIFICATE OF REGISTERED AGENT
OF**

FRANCO AMERICAN INTERNATIONAL CO.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That **FRANCO AMERICAN INTERNATIONAL CO.**, desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named **ZAEDY R. POZO, ESQ.**, at 2650 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, County of Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of January, 1995.

By: 

Name: **Zaedy R. Pozo, Esq.**

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95 JAN 31 PM 12:41
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TALLAHASSEE, FLORIDA

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