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Jeffrey A. Jacobs, P.A.
Attorneys at Law

SUITE 201

2330 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 443-3180
TELEFAX (305) 445-5990

JEFFREY A. JACOBS
AARON FRUHLING*
*ALSO ADMITTED IN NY & NJ
OF COUNSEL
HEIDI M. ROTH, P.A.

April 10, 1995

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Frani Enterprises, Inc.
Articles of Incorporation

800001458178
-04/17/95--01091--003
****122.00 ****122.00

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for Frani Enterprises, Inc. Please provide us with a certified copy in the self-addressed stamped envelope provided for your convenience.

Attached please find our check, payable to your order, in the amount of \$122.00 in and for payment of the corporate filing fee.

Thank you.

Very truly yours,

JEFFREY A. JACOBS

JAJ:kjg
Encl: (Articles)

NANCY HENDRICKS APR 21 1995

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FILED
95 DEC 17 PM 3 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRANI ENTERPRISES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associates themselves together to form a corporation under the law of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: FRANI ENTERPRISES, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of all matters relating to the import/export of any and all legal goods, chattels, merchandise, fruits and vegetables or otherwise at the wholesale/retail levels and other related businesses, and any business necessary to effectuate this and all other lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

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

ARTICLE VI

INITIAL OFFICE AND AGENT

The street address of the initial office of this corporation is 980 N.W. 45th Avenue, Suite 15, Miami, Florida 33126. The name and address of the initial registered agent of this corporation ~~at that address~~ is: Oscar A. Turcios, 3140 S.W. 17th Street, Miami, Florida 33145.

ARTICLE VII

INCORPORATORS

The name and address of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Oscar A. Turcios	980 N.W. 45th Avenue Miami, Florida 33126
Luis Falette	980 N.W. 45th Avenue Miami, Florida 33126

ARTICLE VIII

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) directors and two (2) officers initially. The number of directors and officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one(1). The names and addresses of the initial directors and/or officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	
Oscar A. Turcios	980 N.W. 45th Avenue Miami, Florida	President/ Director
Luis Falette	980 N.W. 45th Avenue Miami, Florida	V. President/ Secretary

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Oscar A. Turcios

FIFTY-FIVE (55) SHARES

Luis Falette

FORTY-FIVE (45) SHARES

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI

MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this cor-

poration shall be managed under the direction of the President and other officers of this corporation.

ARTICLE XIX

POWERS

This corporation shall have the corporate power:

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees in accordance with the Florida Statutes.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and

with, share or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter its By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of

Directors shall find will be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any and all of its directors, officers and employees and directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE XIII

DIRECTORS RESIDENCY AND COMPENSATION

The residency requirements of the officers and directors is as required by law.

The President of this corporation shall have the exclusive authority to fix the compensation of directors and officers of this corporation.

ARTICLE XIV

DIRECTORS AND OFFICERS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of majority of the directors, or if there has been an abstention from voting be-

cause of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

A majority of the officers shall constitute a quorum for a meeting of the officers.

If a quorum is present, the affirmative vote of majority of the officers, or if there has been an abstention from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the officers present and voting shall be the act of the Board of Directors.

ARTICLE XV

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XVI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII

RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to

dissent from any corporate actions from which shareholders are entitled under the Florida General Corporation Act.

ARTICLE XVIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX

ACTION BY DIRECTORS WITHOUT A MEETING

The Directors and Officers of this corporation may take action by written consent as provided by law.

ARTICLE XX

ELECTION OF DIRECTORS AND FILLING OF VACANCIES

The Directors and Officers of this corporation shall be chosen at the annual meeting of the stockholders. Vacancies in the Board of Directors shall be filled by the directors remaining in office until the next annual meeting of the stockholders.

ARTICLE XXI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law. The private property of the stockholders shall not be

subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XXII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any any right conferred upon the shareholders is subject to this reservation.

ARTICLE XXIII

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by sixty per-cent (60%) of the shares entitled to vote.

ARTICLE XXIV

REDUCTION OF STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXV

TRANSACTIONS BETWEEN STOCKHOLDERS AND ITS DIRECTORS

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors

of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any contract or other transactions between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XXVI

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of April, 19 95.

Oscar A. Turcios
Subscriber, President/
Director

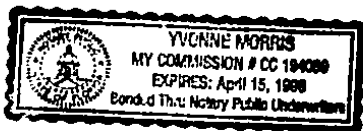
STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Oscar A. Turcios**, known to me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of April, 19 95.

Yvonne Morris
Notary Public, State of Florida

My Commission Expires:



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this April day of 19 95.

[Signature]
Subscriber, Vice President/
Secretary

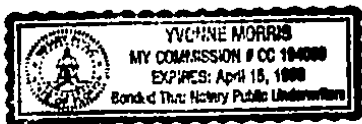
STATE OF FLORIDA)
 : SS :
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Luis Falette**, known to me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 7th day of April, 19 95.

[Signature]
Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FRANI ENTERPRISES, INC.
2. The name and address of the registered agent and office is:
Oscar A. Turcios
3140 S.W. 17th Street
Miami, Florida 33145

Oscar A. Turcios
Registered Agent

Dated: 4/6/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

SIGNATURE: *Oscar A. Turcios*

DATED : 4/6/95