

P95000041415

Albert Wayne Gill, Esquire
Sandalford Professional Building
23257 State Road 7 #206
Boca Raton, Fl 33428

April 24, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

900001468609
-04/28/95--01092--008
*****70.00 *****70.00

Re: Frans International, Inc.

Dear Sir or Madam:

Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 which represents the following:

Receiving, filing and indexing	\$ 35.00
Articles of Incorporation	
Registered Agent Fee	35.00
Total	\$ 70.00

The original is to be filed in your office and the copy stamped and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,


A. Wayne Gill, Esq.

W95-9408

MAY 3 1995 BSB

302

FILED
MAY 25 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 3, 1995

ALBERT WAYNE GILL, ESQUIRE
SANDALFOOT PROFESSIONAL BUILDING
23257 STATE ROAD 7 #206
BOCA RATON, FL 33428

SUBJECT: FRANS INTERNATIONAL, INC.
Ref. Number: W95000009408

We have received your document for FRANS INTERNATIONAL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 895A00021525

Albert Wayne Gill, Esquire
Sandalfort Professional Building
23257 State Road 7 #206
Boca Raton, Fl 33428

Reference Number: W95000009408

May 23, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Re: Frans International Traders, Inc.

Dear Sir or Madam:

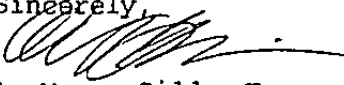
Enclosed please find an original and a duplicate of the Articles of Incorporation and of the Acceptance of Registered Agent for the above referenced corporation. I have previously submitted check in the amount of \$70.00 which represents the following:

Receiving, filing and indexing	\$ 35.00
Articles of Incorporation	

Registered Agent Fee	<u>35.00</u>
Total	\$ 70.00

The original is to be filed in your office and the copy stamped and returned to this office using the enclosed stamped, self-addressed envelope. Per your instructions, the new name of the corporation is Frans International Traders, Inc.

Sincerely,


A. Wayne Gill, Esq.

ARTICLES OF INCORPORATION
OF
FRANS INTERNATIONAL TRADERS, INC.

FILED
95 MAY 25 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is FRANS INTERNATIONAL TRADERS, INC. and is filed pursuant to provisions of Section 607.0401 of the Florida Statutes.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

14694 SW 140 Court
Miami, FL 33186

The mailing address of this corporation shall be:

14694 SW 140 Court
Miami, FL 33186

Article V

Capital Stock

The corporation is authorized to issue One Hundred Shares (100) shares of One Cent (\$0.01) par value per share Common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23257 State Road 7, #206 Boca Raton FL 33428 and the name of the initial registered agent of this corporation at the address is Albert Wayne Gill. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and address of the initial directors of this corporation are listed below:

Sandra Frans-Michel
Glenn J. Frans

14694 SW 140 Court
Miami, FL 33186

Article VIII

Incorporator

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

Sandra Frans-Michel
14694 SW 140 Court Miami, FL 33186

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to actions in their official capacity and as to actions in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall

inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

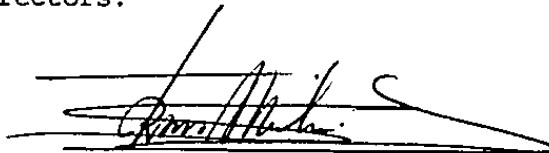
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

A handwritten signature in dark ink, appearing to read 'Sandra Frans-Michel', is written over a horizontal line.

Sandra Frans-Michel
Its: President

DATED: April 18, 1995

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FRANS INTERNATIONAL, INC. a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Albert Wayne Gill

FILED
95 MAY 25 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA