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TALLAHASSEE, FL 32309  
904-222-9171  
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*995000061782*

ACCOUNT NO. : 0721000000032

REFERENCE : 657154 9921A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : August 10, 1995

ORDER TIME : 9:59 AM

ORDER NO. : 657154

CUSTOMER NO: 9921A

CUSTOMER: Ms. Barbara Sanjurjo  
THOMAS G. SHERMAN, ESQ

218 Almeria Avenue

Coral Gables, FL 33134

800001557238  
08/10/95 01024 012  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE  
*8-16-95*

DOMESTIC FILING

NAME: FRANKAV, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS: AUG 10 1995 BSB

FILED  
95 AUG 10 AM 11:41  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-16-96

ARTICLES OF INCORPORATION  
OF  
FRANXAV INC.

FILED

95 AUG 10 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**FIRST:** The name of the Corporation is FRANXAV INC. ( t h e "Corporation").

**SECOND:** The principal office address and mailing address of the Corporation is c/o Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134

**THIRD:** The corporation is authorized to issues 7,500 shares of common stock, par value \$.00 per share.

**FOURTH:** The street address of the initial registered office of the Corporation is: 218 Almeria Avenue, Coral Gables, Florida 33134.

**FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.

**SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**SEVENTH:** The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Jorge Alberto Ferreyra Llambi Campbell  
Address: Sol Del Mayo 895  
Cordoba 5000  
Cordoba, Argentina

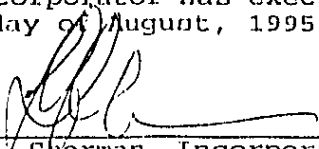
Jorge Ferreyra Campbell  
Address: 14525 N. Kendall Drive, Apt J-110  
Miami, Florida 33186

**EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

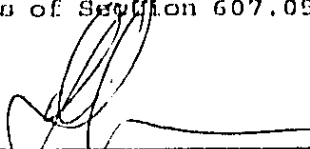
**TENTH:** The corporate existence of the Corporation shall commence on August 15, 1995.

**IN WITNESS WHEREOF,** the undersigned incorporator has executed these Articles of Incorporation this 4 day of August, 1995.

  
\_\_\_\_\_  
Thomas G. Sherman, Incorporator

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



\_\_\_\_\_  
Thomas G. Sherman, Esquire

FILED  
55 AUG 10 AM 11:41  
TALLAHASSEE, FLORIDA