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LAW OFFICES  
**JEFFER, CIOFFI & RICE, P.A.**  
TEQUESTA CORPORATE CENTER - SUITE 200  
250 TEQUESTA DRIVE  
P.O. BOX 3010  
TEQUESTA, FLORIDA 33400  
TELEPHONE (407) 747-0000  
FAX (407) 575-0107

Herman Jeffer  
James A. Cioffi, P.A.  
Patrick A. Rice, P.A.  
Patrick Cicalese

**Of Counsel**  
Jeffer, Hopkinson,  
Vogel, & Peltier  
NEW JERSEY OFFICE  
1000, ROUTE 208  
P.O. BOX 507  
HAWTHORNE, N.J. 07007  
(201) 423-0100  
NEW YORK OFFICE  
150 BROADWAY, SUITE 2200  
NEW YORK, N.Y. 10038  
(212) 400-7200

December 29, 1995

*Return To  
P.L.U. ASAP*

Attorneys' Title Insurance Fund  
Att: Order Department  
660 East Jefferson Street, Suite 200  
Tallahassee, FL 32301

600001678236  
-01/04/96--01014--0008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Frandovi Corp.

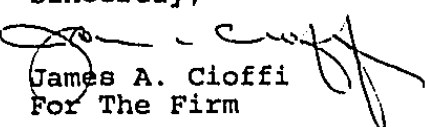
Dear Sir or Madam;

Enclosed please find the original and one copy of the Articles of Incorporation for Frandovi Corp. along with a check in the amount of \$122.50 payable to the Secretary of State.

Kindly file the Articles and return a copy to us. Please call me with the charter number when you receive it.

Thank you.

Sincerely,

  
James A. Cioffi  
For The Firm

JAC:jc  
Encl.

RECEIVED  
FILED  
95 JAN -4 AM 9 586 JAN -4 PM 1:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

BROWN, JAN - 4 1996

ARTICLES OF INCORPORATION

OF

FRANDОВI CORP.

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be FRANDОВI CORP.

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

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96 JAN -4 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

#### Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

#### Article VI - Address

The principal office of the Corporation shall be 2401 PGA Boulevard, Suite 196, Palm Beach Gardens, Fl 33410. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

#### Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

#### Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Dolly Peters	2401 PGA Boulevard, #196 Palm Beach Gardens, Fl 33410
Frances T. Perry	2401 PGA Boulevard, #196 Palm Beach Gardens, Fl 33410
Ann J. Taylor	2401 PGA Boulevard, #196 Palm Beach Gardens, Fl 33410
Virginia M. Spencer	2401 PGA Boulevard, #196 Palm Beach Gardens, Fl 33410

#### Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

Virginia M. Spencer	2401 PGA Boulevard, #196 Palm Beach Gardens, Fl 33410
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Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 and the name of the initial registered agent of this Corporation at that address is James A. Cioffi.

Article XI - Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

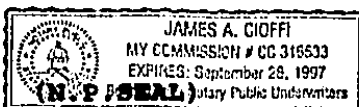
IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 29 day of December, 1995, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

*Virginia M. Spencer*  
Virginia M. Spencer

STATE OF FLORIDA           )  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared Virginia M. Spencer, who is well known to be the person(s) described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 29 day of December, 1995.



*James A. Cioffi*  
NOTARY PUBLIC  
My Commission Expires:

**FILED**  
96 JAN -4 PM 1:04  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**Certificate Designating Place of Business, or  
Domicile for the Service of Process within this State.  
Naming Agent upon Whom Process May Be Served**

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

That FRANDOVI CORP. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, and has named James A. Cioffi, at 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 as its agent to accept service of process within this State.

**Acknowledgment by Designated Agent**

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 provisions of said Act relative to keeping open said office.

  
JAMES A. CIOFFI