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ATTORNEYS AT LAW  
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SUITE 1050  
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TELEPHONE: (305) 471-1100  
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**Schantz  
Schatzman  
Aaronson  
& Cahan, P.A.**

January 18, 1996

**FLORIDA SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314**

SECRET  
-01/29/96--01073--021  
\*\*\*122.50 \*\*\*122.50

**RE: Jean-Marc Levat International, Inc.  
(Our File No.: 30132.01)**

Gentlemen:


Enclosing herewith please find original Articles of Incorporation of Jean-Marc Levat International, Inc., together with our Firm's Trust Account check to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and forward me a copy thereof after filing.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

**SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.**

  
**IRVING SHIMOFF  
Of Counsel**

IS/rp  
Encls.

cc: Mr. Rene Frank (via telefax-w/out encls.)

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**FILED**  
96 JAN 29 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 31 1996 BSK

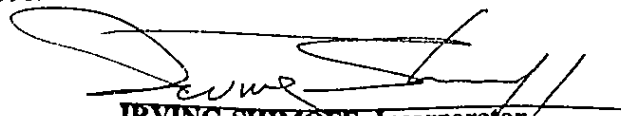
**ARTICLES OF INCORPORATION  
OF  
JEAN-MARC LEVET INTERNATIONAL, INC.**

**FILED**  
96 JAN 29 AM 10:59  
STATE OF FLORIDA  
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 JEAN-MARC LEVET INTERNATIONAL, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is c/o Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- 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 expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** 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.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of January, 1996.

  
**IRVING SHIMOFF, Incorporator**

**ARTICLES OF APPOINTMENT  
OF  
REGISTERED AGENT**

**FILED**  
96 JAN 29 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

**JEAN-MARC LEVET  
INTERNATIONAL, INC.**

  
**IRVING SHIMOFF, Incorporator**

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FILED

96 APR -1 AM 9:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Schantz  
Schatzman  
Aaronson  
& Cahan, P.A.

ATTORNEYS AT LAW  
FIRST UNION FINANCIAL CENTER  
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March 29, 1996

FLORIDA SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECORDED & INDEXED  
04/02/96 -- 01074--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Jean-Marc Levet International, Inc.  
(Our File No.: 30130.01)

Gentlemen:


Enclosed please find an original Articles of Amendment to Articles of Incorporation of Jean-Marc Levet International, Inc. whereby the name of the corporation is changed to E. Rene Frank & Partners, Inc., together with a Trust Account check to your order in the sum of \$35.00.

Would you please be good enough to file the enclosed Articles of Amendment and forward me a copy thereof after filing.

Please call me should you have any questions with respect to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.

  
IRVING SHIMOFF  
Of Counsel

IS/rp  
Encls.

cc: Mr. E. Rene Frank (via telefax - w/out encls.)

GAISALTRISECSTATE.FRA

M. HENDESON APR - 5 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

JEAN-MARC LEVET INTERNATIONAL, INC.

FILED  
96 APR -1 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST.**

The name of this Corporation shall be changed to E. RENE FRANK & PARTNERS, INC.

**SECOND.**

The date of the adoption of this Amendment is March 25, 1996.

**THIRD.**

The Amendment was approved unanimously by the Shareholders of this Corporation.

**FOURTH.**

This Amendment shall be effective upon the filing of these Articles of Amendment to the Articles of Incorporation of JEAN-MARC LEVET INTERNATIONAL, INC.

SIGNED this 26<sup>th</sup> day of March, 1996.

  
E. RENE FRANK, President