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MARK D. PRESS
1900 WEST AVENUE
MIAMI BEACH, FLORIDA 33139
TELEPHONE (305) 538-0944
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January 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

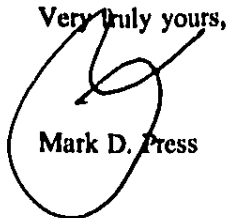
Re: **DIFRANCO CORP.**

600001699166
-01/26/96--01056--015
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above captioned corporation and my firm check in the amount of \$122.50.

Very truly yours,



Mark D. Press

MDP:psc
Encl.

96 JAN 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

GB 1/31/96

**ARTICLES OF INCORPORATION
OF
DFRANCO CORP.**

FILED
96 JAN 26 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: **DFRANCO CORP.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1160 Kane Concourse, Miami, Florida 33154

III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **100 shares at \$1.00 par value each.**

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

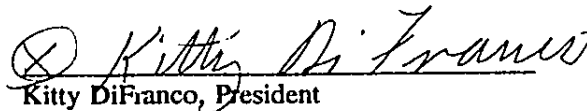
The name and address of the registered agent is:

**Mark D. Press, Esq.
1801 West Avenue
Miami Beach, Florida 33139**

ARTICLE V: INCORPORATORS

**Kitty DiFranco, President 100 shares
1510 Daytona Rd Miami Beach, FL 33141**

The undersigned has/have executed these Articles of Incorporation this 25 day of JAN., 1996.


Kitty DiFranco, President

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

FILED

96 JAN 26 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.501, 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: **DERANCO CORP.**
2. The name and address of the registered agent and office is:

**Mark D. Press, Esq.
1801 West Avenue
Miami Beach, Florida 33139**

Kitty M. Franco
(Corporate Officer)

President
(Title)

1/25/96
(Date)

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]
Mark D. Press

1.24.96
Date