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TRANSMITTAL LETTER

DATE: APRIL 29, 1997

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

8000000174028-1
05/12/97-00057-010
*****78.77 *****78.77

SUBJECT: FRANAX, INC.
2779 N.W. 4 TERRACE
MIAMI, FL 33125

DEAR SIRs:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION AND THE
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FILING, TOGETHER
WITH OUR CHECK IN THE AMOUNT OF \$ 78.78 TO COVER THE FOLLOWING FEES:

FILING FEE	35.00
REGISTERED AGENT DESIGNATION	35.00
CERTIFICATE OF STATUS	8.75
TOTAL	78.75

I HAVE ALSO ENCLOSED AN ADDITIONAL COPY OF THE ARTICLES OF
INCORPORATION WHICH I WOULD APPRECIATE HAVING CERTIFIED AND RETURNED TO
THE ABOVE ADDRESS.

SINCERELY YOURS,



FRANCISCO ALVAREZ

ENCLOSURES

FILED
97 MAY 12 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 14 1997

**ARTICLES OF INCORPORATION
OF
FRANAX, INC.**

FILED
97 MAY 12 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **FRANAX, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 2779 N.W. 4 Terrace, Miami, FL 33125, and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Francisco Alvarez - 2779 N.W. 4 Terrace, Miami, FL 33125

ARTICLE 5 - OFFICERS

The initial President of the Corporation shall be Francisco Alvarez.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having a par value of ONE DOLLAR (\$ 1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time, of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of the redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 2779 N.W. 4 Terrace, Miami, FL 33125. The name and address of the registered agent of this Corporation is Francisco Alvarez, 2779 N.W. 4 Terrace, Miami, FL 33125.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation, shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of April, 1997.



Francisco Alvarez - President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Francisco Alvarez, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Francisco Alvarez - Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA