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6/16/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: FRC/MANAGEMENT, INC.
AUDIT NUMBER.....H97000009886
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRC/MANAGEMENT, INC.

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

ARTICLE I NAME

The name of the corporation shall be: FRC/MANAGEMENT, INC.

The principal place of business of this corporation shall be:

6175 N.W. 153rd St., Ste. 212 Miami Lakes, Florida 33014

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 10 Shares at \$200.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Federico R. Cardoso 6175 N.W. 153rd St., Ste. 212
Miami Lakes, Fl 33014

Prepared by: Federico R. Cardoso
6175 N.W. 153rd St., Ste. 212
Miami Lakes, Fl 33014
(305) 824-0336

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of Incorporation is(are):

Federico R. Cardoso 6175 N.W. 153rd St., Ste. 212
Miami Lakes, Fl 33014

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16th day of June, 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

FRC/MANAGEMENT, INC.

2. The name and address of the registered agent and office is:

Federico R. Cardoso 6175 N.W. 153rd St., Ste. 212
(P.O. BOX NOT ACCEPTABLE)

Miami Lakes, Fl 33014
(CITY/STATE/ZIP)

SIGNATURE _____

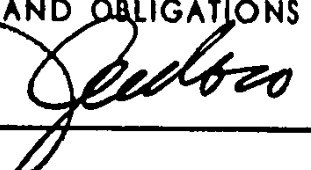


TITLE DIRECTOR

DATE 06/16/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____



DATE 06/16/97

H97000009886