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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

300002230133--4  
-07/03/97--01081--014  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

300002230133--4  
-07/03/97--01081--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Family Finance Acquisition Corp.

97 JUL -3 PM 3:00  
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DIVISION OF CORPORATION

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
FAMILY FRAMES ACQUISITION CORP.

FILED  
97 JUL -3 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1.

The name of the Corporation is Family Frames Acquisition Corp.

2.

The street address of the principal office and the mailing address of the corporation shall be 7221 N.W. 35th Avenue, Miami, Florida 33147.

3.

The corporation is authorized to issue is one thousand (1,000) shares of ONE DOLLAR (\$1.00) par value voting common stock.

4.

The number of directors of the corporation may be either increased or decreased from time to time at the determination of the Board of Directors, but shall never be less than one (1) or more than five (5). The initial Board of Directors shall be appointed by the incorporator.

5.

The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at such office is CT Corporation System.

6.

The name and address of the Incorporator of the Corporation is:

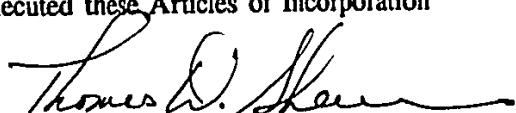
NAME

ADDRESS

Thomas D. Sherman

Suite 1800, Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326-1010

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 30, 1997.

  
Thomas D. Sherman, Incorporator

ACCEPTANCE BY REGISTERED AGENT OF  
FAMILY FRAMES ACQUISITION CORP.

CT Corporation System is familiar with and accepts the obligations as Registered Agent of Family Frames Acquisition Corp., provided for in Section 607.0505, Florida Statutes.

CT CORPORATION SYSTEM

Dated: July 2, \_\_\_\_\_, 1997

By: *A. P. Farnell*

Allan P. Farnell  
(Typed Name of Officer)

Assistant Secretary  
(Title of Officer)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL -3 PH 3:00

FILED