

P97000060671



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 459485 4303929

AUTHORIZATION :

COST LIMIT : ~~\$\$\$~~ Prepaid

ORDER DATE : July 11, 1997

ORDER TIME : 12:30 PM

ORDER NO. : 459485-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

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-07/14/97-01011--001
***1960.00 ***122.50

DOMESTIC FILING

NAME: FRANKLIN FAMILY HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
97 JUL 11 AM 9:20
TALLAHASSEE, FLORIDA

file 1st

RECEIVED
97 JUL 11 PM 3:48
DIVISION OF CORPORATION

ON JUL 14 1997

4

ARTICLES OF INCORPORATION
OF
FRANKLIN FAMILY HOLDINGS, INC.

FILED
97 JUL 11 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is FRANKLIN FAMILY HOLDINGS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 5206 Majorca Club Drive, Boca Raton, FL 33486.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
900	\$1.00	Nonvoting common: Class A
100	\$1.00	Voting common: Class B

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is Suite 200, 7700 West Camino Real, City of Boca Raton, County of Palm Beach, State of Florida 33433, and the name of its initial registered agent at such office is Thomas Fox.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1) and the name and address of the member of the initial Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is:

Jeanne Theismann
5206 Majorca Club Drive
Boca Raton, FL 33486

ARTICLE VII

The name of the Incorporator is Jeanne Theismann and the address of the Incorporator is 5206 Majorca Club Drive, Boca Raton, Florida 33486.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 9 day of July, 1997.


Jeanne Theismann
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FRANKLIN FAMILY HOLDINGS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Thomas Fox, Registered Agent

Dated: July 7th, 1997

MIAMI/IESCHU/877787.2 DOC/1/08/97

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97 JUL 11 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA