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ACCOUNTANTS & TAX MANAGEMENT CONSULTANTS

200 North Denning Drive, Suite 10, Winter Park, Florida 32789-3736
Telephone : 407 629 6696 Fax : 407 629 6697

TRANSMITTAL LETTER

September 10, 1997

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

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-09/15/97--01026--001
****122.50 ****122.50

SUBJECT: THE FRM CORPORATION OF CENTRAL FLORIDA INC.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50.

Please return one (1) certified copy of this incorporation to the address provided in these Articles of Incorporation.

Sincerely,


August S. Mayorga

SEP 15

BSB

FILED
97 SEP 15 PM 2:16
SEC. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FRM CORPORATION OF CENTRAL FLORIDA INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLE I
NAME**

The Name of the corporation is **THE FRM CORPORATION OF CENTRAL FLORIDA INC.**

**ARTICLE II
APPLICABLE LAW**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE III
DURATION**

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

The Corporation will have authority, acting by its board of directors, to issue not more than two thousand shares of common stock.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION**

The Street and mailing address of the initial registered office of business and principal office of the Corporation is 200 North Denning Drive, Suite 10, Winter Park, Florida 32789-3736. The initial registered agent of the Corporation at that address is August C. Mayorga. The principal office address and the registered office address is the same.

**ARTICLE VII
PREEMPTIVE RIGHTS**

No holders of any class or series of shares of the Corporation will be entitled as a matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A Director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act of omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of four members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the directors comprising the initial board of directors are:

MARIA V. CRUZ
9434 DEARMONT AVENUE
ORLANDO, FL 32825

FRANCISCO J. ROSALES
5200 GARLANGER TRAIL
OVIEDO, FL 32765

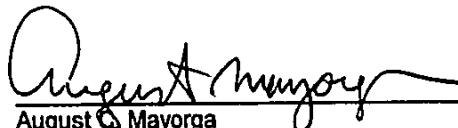
ROSA B. DIAZ
9434 DEARMONT AVENUE
ORLANDO, FL 32825

RUTH C. ROSALES
5200 GARLANGER TRAIL
OVIEDO, FL 32765

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the Corporation is :
AUGUST C. MAYORGA
200 North Denning Drive, Suite 10
Winter Park, FL 32789

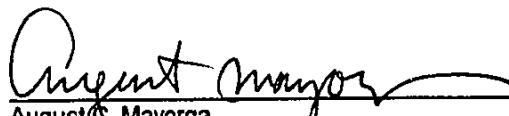
IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 15th day of August 1996.


August C. Mayorga

AUGUST C. MAYORGA
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Having being named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.


August C. Mayorga

AUGUST C. MAYORGA
Printed Name of Registered Agent

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

Pursuant to the provisions of Section 607.0501, 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: **THE FRM CORPORATION OF CENTRAL FLORIDA INC.**
2. The name and street address of the registered agent and office is:

August C. Mayorga
200 North Denning Drive
Suite 10
Winter Park, Florida 32789-3736

Signature: _____

Title : _____

Date : _____

August Mayorga

Registered Agent

September 10, 1997

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: _____

Date : _____

August Mayorga

September 10, 1997

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TALLAHASSEE, FLORIDA
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