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AND PROBATE LAWYER

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◊ BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Hollywood

FILE NO.:

December 5, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: FRANKLIN PENN, INC.

Dear Sir/Madam:

Enclosed are original and one copy of Articles of Incorporation for Franklin Penn, Inc. Please immediately file these Articles and return a certified copy to the undersigned. Enclosed is a check in the amount of \$122.50 to cover the fees.

Please acknowledge receipt of the foregoing by signing the enclosed photocopy of this letter. I am enclosing a return envelope for your convenience.

Sincerely yours,

Gene K. Glasser / jah
Gene K. Glasser

GKG:jah
Enclosure

Dmc
12/10/97

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-12/08/97--01025--016
****122.50 ****122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRANKLIN PENN, INC.

FILED

97 DEC -8 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be FRANKLIN PENN, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 2665 South Bayshore Drive, Suite 400, Coconut Grove, Florida 33133.

ARTICLE III

NATURE OF BUSINESS: The corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

CAPITAL STOCK: This corporation shall be authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The name and street address of the initial registered agent of this corporation shall be: Gene K. Glasser, 2021 Tyler Street, Hollywood, Florida 33020.

ARTICLE VII

DIRECTORS: The corporation shall have one (1) director initially and the number of directors may be increased or decreased

from time to time as provided by the By-Laws but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTOR: The name and address of the initial director who shall hold office for the first year of existence of the corporation or until his successor has been elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Joann Gould	2665 So. Bayshore Drive, Suite 400t Coconut Grove, FL 33133

ARTICLE IX

INCORPORATOR: The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joann Gould	2665 South Bayshore Drive, Suite 400 Coconut Grove, FL 33133

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by the Florida Business Corporation Act, the Corporation may indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; (iii) is or was serving, at the request of the Corporation, as a director of another corporation, provided that such person is or was at the time a director of such other corporation serving at the request of the Corporation; or (iv) is or was serving, at the request of the Corporation, as an officer of another corporation, provided that such person is or was at the time an officer of such other corporation serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any such person. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

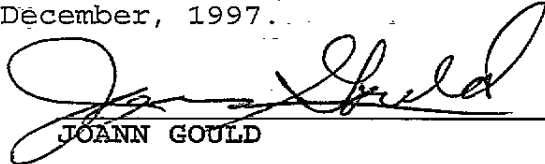
ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 5 day of December, 1997.


JOANN GOULD

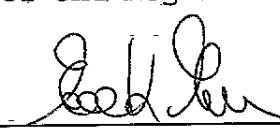
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ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent to accept service of process for **FRANKLIN PENN, INC.** at the place designated in the Articles of Incorporation, I agree to act in this capacity, I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the Registered Agent.

Dated: December 5, 1997



GENE K. GLASSER