

P98000024156

TRANSMITTAL LETTER

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

SUBJECT: FRS INTERNATIONAL, INC.

(Proposed corporate name – must include suffix)

700002455227--8
-03/12/98--01052--007
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check
For:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Thomas Baur, Esq.

Name (printed or typed)

100 N. Biscayne Blvd., 21st Fl.

Address

Miami, FL 33132-2304

City, State & Zip

(305) 377-3561

Daytime Telephone Number

FILED
98 MAR 12 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. BROCK MAR 16 1998

ARTICLES OF INCORPORATION

OF

FRS INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

FRS INTERNATIONAL, INC.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are 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 that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

98 MAR 12 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Thomas Baur, Esq., Esq.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

Thomas Baur, Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



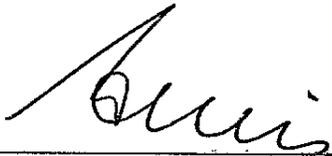
Thomas Baur, Esq.
Incorporator

FRS INTERNATIONAL, INC.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Thomas Baur, Esq., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 10th day of March, 1998.



Thomas Baur, Esq.

FILED
98 MAR 12 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA