

**CORPORATE
ACCESS,
INC**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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FILING

1.) Two Franks Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
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April 1, 1998

CORPORATE ACCESS INC.
1116-D THOMASVILLE ROAD
MOUNT VERNON SQ.
TALLAHASSEE, FL 32303

SUBJECT: TWO FRANKS, INC.
Ref. Number: W98000007200

We have received your document for TWO FRANKS, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 098A00017340

Corrected
Thanks
Gilda

ARTICLES OF INCORPORATION

of

HR HOLDING CO.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

HR HOLDING CO.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1925 N.E. 45th Street, Suite 226, Fort Lauderdale, Florida 33308.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Mr. Frank J. Pepe, 1925 N.E. 45th Street, Suite 226, Fort Lauderdale, Florida 33308.

ARTICLE V - DIRECTOR(S)

The name(s) of the initial director(s) is(are): Mr. Frank Pullano, 1925 N.E. 45th Street, Suite 226, Fort Lauderdale, Florida 33308; and Mr. Frank J. Pepe, 1925 N.E. 45th Street, Suite 226, Fort Lauderdale, Florida 33308.


ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Corporations & Companies, Inc., Stephen D.M. Robinson, President, Suite 300A, Two Greenville Crossing, 4001 Kennett Pike, Wilmington, Delaware 19807.

The undersigned has executed these Articles of Incorporation this 20th day of March, 1998.

CORPORATIONS & COMPANIES, INC.

BY:


STEPHEN D.M. ROBINSON, President
Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: HR HOLDING CO.
2. The name and street address of the registered agent and office is:

Mr. Frank J. Pepe
1925 N.E. 45th Street
Suite 226
Fort Lauderdale, Florida 33308

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.


FRANK J. PEPE

3-20-98
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