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OF COUNSEL:
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2900 MIDDLE STREET
MIAMI, FLORIDA 33133

May 4, 1998

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

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***122.50 ***122.50

RE: FRAN MURPHY ASSOCIATES, INC.

Dear Sirs:

We are enclosing duplicate originals of the Articles of Incorporation of FRAN MURPHY ASSOCIATES, together with our check in the amount of \$122.50 to cover the cost of filing same.

We have computed the costs of filing as follows:

1. Filing Fee	\$ 35.00
2. Certified Copy	52.50
3. Certificate designating registered agent	<u>35.00</u>
	\$ 122.50

If you have any questions regarding the above, or the enclosed, please do not hesitate to contact our office.

Please return a certified copy of the Articles at your earliest convenience.

Sincerely,


CARL HANSON

CH/gp
enclosure(s)

FILED
98 MAY -7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/8/98

ARTICLES OF INCORPORATION
FOR
FRAN MURPHY ASSOCIATES, INC.

FILED
98 MAY -7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is: **FRAN MURPHY ASSOCIATES, INC.**

ARTICLE II
DURATION

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United State and Florida.

ARTICLE IV
CAPITAL STOCK

The corporation shall have authority to issue 7500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of its initial registered office is: **19 Halfway Road, Key Largo, Florida 33037**; and the name of its initial registered agent at said address is: **FRANCES D. MURPHY.**

ARTICLE VI
MAILING ADDRESS

The mailing address of the corporation is: **19 Halfway Road, Key Largo, Florida 33037.**

ARTICLE VII
BOARD OF DIRECTORS

The number of directors constituting its initial board of directors shall be 2 (two) whose names and addresses are:

FRANCES D. MURPHY
19 Halfway Road
Key Largo, Florida 33037

ERIN NICOLE MURPHY
19 Halfway Road
Key Largo, Florida 33037

ARTICLE VIII
INCORPORATORS

The name and address of the person signing these Articles is:
FRANCES D. MURPHY 19 Halfway Road
Key Largo, Florida 33037

ARTICLE IX
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal these Articles of Incorporation or By-Laws shall be vested in the Board of Directors and/or the Shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of April, 1998.

FRANCES D. MURPHY

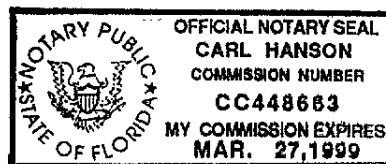
STATE OF FLORIDA)
COUNTY OF MONROE)

I HEREBY CERTIFY that on this 30th day of April, 1998, personally appeared: **FRANCES D. MURPHY**, who is personally known to me or who has produced a copy of her State Driver's License as identification and who did take an oath, as being the person described in and who executed the foregoing instrument and acknowledged before me that she executed the same of her own free will.

(S E A L)



NOTARY PUBLIC
Printed Name: Carl Hanson



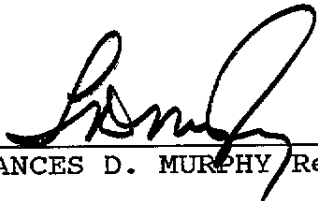
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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: **FRAN MURPHY ASSOCIATES, INC., Florida corporation.**
2. The address of the corporation is: **19 Halfway Road, Key Largo, Florida 33037.**
3. The name and address of the registered agent and office is:
FRANCES D. MURPHY, 19 Halfway Road, Key Largo, Fl. 33037

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.

Signature: _____


FRANCES D. MURPHY Registered Agent

Date: April , 1998

FILED
98 MAY -7 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA