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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: FRI ENTERPRISES, INC.

AUDIT NUMBER.....H98000009718

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 26, 1998

EMPIRE

SUBJECT: FRI ENTERPRISES, INC.  
REF: W98000011857

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ARTICLES OF INCORPORATION

OF

FRI Enterprises of South Florida, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is

FRI Enterprises of South Florida, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Prepared By:  
David Hernandez  
210 N. University Dr. Ste 502  
Coral Springs, Fl. 33071  
954-346-7288

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ARTICLE VI. Preemptive 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 holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 2031 SW 71st Terr, Ste 4, Davie, Fl. 33324. and the name of the initial registered agent of this corporation at that address is Fignole Isme.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is:

Fignole Isme  
2031 SW 71st Terr Ste 4  
Davie, Fl. 33324

ARTICLE IX. Officers. The initial officers of the Corporation will be: Fignole Isme, President, Treasurer and Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Fignole Isme  
2031 SW 71st Terr Ste 4  
Davie, Fl. 33324

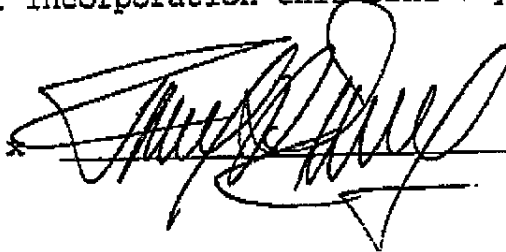
ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 2031 SW 71st Terr, Ste 4, Davie, Fl. 33324  
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of May, 1998.

 (SEAL)

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Fignole Isme, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 22nd Day of May, 1998.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

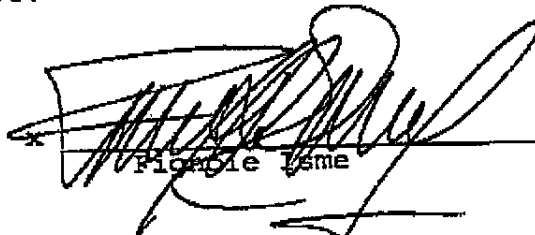
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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of  
Corporations Department of State  
Tallahassee, FL 32304

I, Fignole Isme, do hereby consent to serve as  
registered agent for the corporation, FRI Enterprises of South Florida,  
Inc.  
This 22nd Day of May, 1998.

  
Fignole Isme

Address of registered agent:

2031 SW 71st Terr Ste 4  
Davie, Fl. 33324

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