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August 3, 1998
VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-08/04/98--01052--006
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RE: FRC Instruments, Inc.

Dear Sir:

Enclosed for filing are the Articles of Incorporation of the above-captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fees.

Please return a certified copy of the Articles to me in the enclosed self-addressed envelope.

Sincerely,

Craig Z. Sherar

Enclosure
CZS/jas:20671

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-7-98
MM

ARTICLES OF INCORPORATION
OF

FRC INSTRUMENTS, INC.

ARTICLE I - NAME

The name of this Corporation is FRC Instruments, Inc. The mailing address is: 2455 S.W. 27th Avenue, Miami, Florida 33145.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The Corporation shall commence existence on August 4, 1998.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 3250 Mary Street, Suite 202, Coconut Grove, Florida 33133, and the initial registered agent of this Corporation at such office shall be Craig Z. Sherar, Esq. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3)

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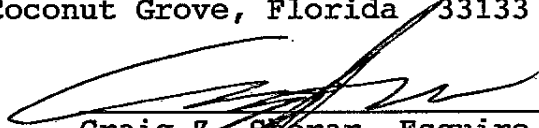
members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than 15. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Candido Hernandez, President	2908 S.W. 126th Avenue Miami, Florida 33175
Ronald F. Zollo, Vice President	2455 S.W. 27th Avenue, Miami, Florida 33145
Carol D. Hayes, Secretary/Treasurer	2455 S.W. 27th Avenue, Miami, Florida 33145

ARTICLE VII - INCORPORATOR

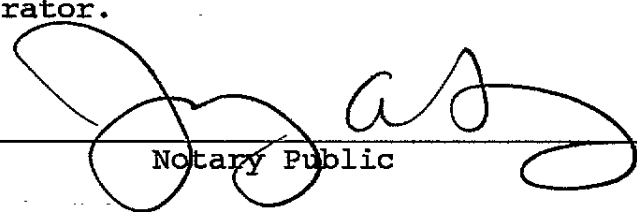
The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Craig Z. Sherar, Esq.	3250 Mary Street, Suite 202 Coconut Grove, Florida 33133


Craig Z. Sherar, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing Articles of Incorporation of FRC Instruments, Inc. acknowledged before me this 3rd day of August, 1998 by Craig Sherar as Incorporator.


Notary Public

My Commission Expires:

April 25, 1999

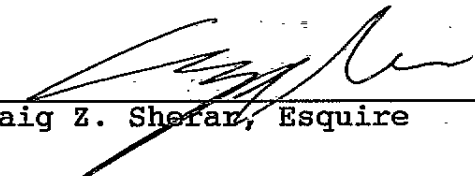


JODY A SAENZ
My Commission CC458109
Expires Apr. 25, 1999
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FRC Instruments, Inc. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: August 3, 1998.



Craig Z. Sheran, Esquire

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TALLAHASSEE, FLORIDA