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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 24 PM 2:34

August 17, 1998

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

700002610777--4
-08/07/98--01070--004
****122.50 ****122.50

Subject: Francis & Associates Inc. Corrections
REF NUMBER: W98000018297
LETTER NUMBER: 898A00041886

We have recieved your letter concerning the document for Francis & Associates Inc. you sent.

We have made all of the nessesary corrections needed, and apologize for any inconvenience the mistakes might have caused.

If you have any remaining questions about this document you can reach me at (305) 758-8340 from 9am to 4pm.

Thank you



Sandra F. Brown
8340 NORTH EAST 2ND AVENUE
SUITE 225
MIAMI, FL. 33138

*789, 505, 2551, 2550
W98-18297*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1998

FRANCIS & ASSOCIATES
8340 NORTH EAST 2ND AVENUE
SUITE 225
MIAMI, FL 33138

SUBJECT: FRANCIS & ASSOCIATES
Ref. Number: W98000018297

We have received your document for FRANCIS & ASSOCIATES and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 898A00041886

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ARTICLES OF INCORPORATION
OF
Francis & Associates Inc.

The undersigned, acting as incorporator of this corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is Francis & Associates Inc., herein-after referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is at 8340 NE 2nd Ave. Suite 225 Miami, Florida 33138.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the corporation is organized are to engage in any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE V: AUTHORIZE SHARES

The corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. All stocks shall be of one class. The board of directors may authorize the issuance of such stock to such person(s) upon such terms and for such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by written contract, or other securities of the corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this corporation, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 8340 NE 2nd Ave. Suite 225 Miami, Florida 33138, and the registered agent at that office is Sandra F. Brown.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The corporation shall have two(2) Directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time by the bylaws. The initial Board of Directors or the Corporation shall be comprised of:

President
Sandra F. Brown
220 NE 44th Street
Miami, Florida 33137

Secretary
Marlene Dorvil
8340 NE 2nd Ave. Suite 225
Miami, Florida 33138

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:
Sandra F. Brown
220 NE 44th Street
Miami, Florida 33137

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said acts:

First--That Francis & Associates Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida 33138 in the city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above shared corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:


Sandra F. Brown