

P98000096975

TRANSMITTAL LETTER

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

SUBJECT: *Framed Futures, Inc.*
~~Synchronicity, Inc.~~

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$131.25 Filing Fee, Certified Copy, Certificate

FROM:

Roger A. Heisler
Synchronicity, Inc.
D/b/a Framed Futures
P.O. Box 010272
Miami, FL 33101
(305) 758-4926
(305) 789-5989

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EFFECTIVE DATE
11-3-98

FILED
98 NOV -9 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W98-85365~~
Dmc
11-10-98

~~2544~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

ROGER A. HEISLER
P.O. BOX 010272
MIAMI, FL 33101

SUBJECT: SYNCHRONICITY, INC.
Ref. Number: W98000025363

We have received your document for SYNCHRONICITY, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 098A00054455

ARTICLES OF INCORPORATION
OF
FRAMED FUTURES, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Framed Futures, Inc.

ARTICLE II. ADDRESS

The following is the post office address of this Corporation:
P.O. Box 010292, Miami, FL 33101

ARTICLE III. DURATION

This Corporation shall commence its existence on November 3, 1998 and shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV. PURPOSE

This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:
Roger A. Heisler, 8320 East Dixie Highway, Miami, Florida 33138.

ARTICLE V. INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Roger A. Heisler, P.O. Box 015416, Miami, FL 33101

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

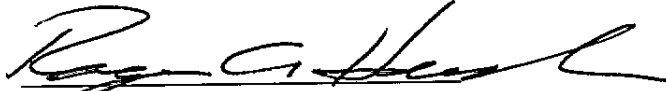
EFFECTIVE DATE
11-3-98

ARTICLE VI. INCORPORATORS

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

Roger A. Heisler, P.O. Box 015416, Miami, FL 33101

The undersigned has executed these articles of incorporation on November 3, 1998.

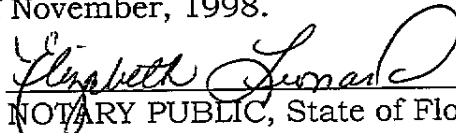


Roger A. Heisler
President

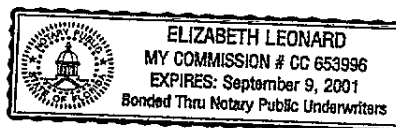
STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Roger A. Heisler, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6th day of November, 1998.


NOTARY PUBLIC, State of Florida at Large

My commission expires:



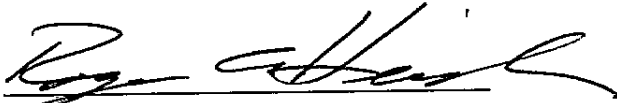
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: Framed Futures, Inc.
2. The name and address of the registered agent and office is:

Roger A. Heisler, 8320 East Dixie Highway, Miami, FL 33138

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.


Roger A. Heisler

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TALLAHASSEE, FLORIDA