

P99000201106
JULIANNE R. FRANK
ATTORNEY AT LAW

December 31, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: JULIANNE R. FRANK, P.A.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$87.50 representing payment of incorporation fee.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,

Carol A. Bowden

Carol A. Bowden
Legal Asst. to
Julianne R. Frank, Esq.
/cab
Enclosures as stated

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11380 PROSPERITY FARMS ROAD SUITE 114
PALM BEACH GARDENS, FL 33410
561-626-4700
FAX 561-627-9479

NATIONAL CERTIFICATION IN BUSINESS AND
CONSUMER BANKRUPTCY LAW

1-6
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**ARTICLES OF INCORPORATION
OF
JULIANNE R. FRANK, P.A.**

The undersigned natural person, competent and licensed to practice law in the state of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is to be JULIANNE R. FRANK, P.A.

ARTICLE II

PURPOSES

The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

1. To engage in such aspects of the practice of law, as the corporation shall elect.
2. To engage and render the professional services involved only through its officers, agents and employees who shall be attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

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4. To engage in no other business other than the rendition of the professional services specified herein.

5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is permissible under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

1. The maximum number of shares that the Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock at ONE DOLLAR (\$1.00) per share par value.

2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

3. Shares of the corporation's stock and certificates shall be issued only to attorneys in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The address of this corporation's initial registered office is 11380 Prosperity Farms Road,

#114, Palm Beach Gardens, FL 33410. The name of the Registered Agent at such address is Julianne R. Frank. The Principal Address is the same.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator is as follows: JULIANNE R. FRANK, ESQUIRE, 11380 Prosperity Farms Road, #114, Palm Beach Gardens, FL 33410.

ARTICLE VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is: JULIANNE R. FRANK, ESQUIRE, 11380 Prosperity Farms Road, #114, Palm Beach Gardens, FL 33410.

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filing with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

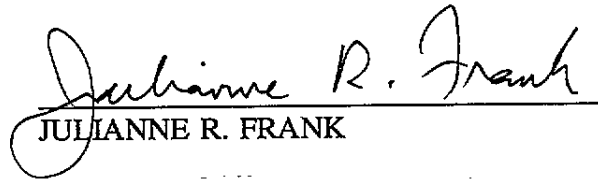
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

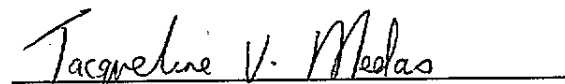
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 31st day of December, 1998.


JULIANNE R. FRANK

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, an officer duly authorized to take acknowledgements this day appeared JULIANNE R. FRANK who acknowledged before me that she signed the within instrument as her own act and deed.

DATED this 31st day of December, 1998.

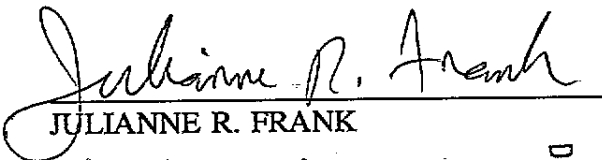

NOTARY PUBLIC
State of Florida
My Commission expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That JULIANNE R. FRANK, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the city of Palm Beach Gardens, Florida, has named JULIANNE R. FRANK, ESQUIRE, located at 11380 Prosperity Farms Road, #114, Palm Beach Gardens, FL 33410 as its agent to accept service of process for the Corporation within this State.

Having been named to accept service of process for the above stated 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.


JULIANNE R. FRANK

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