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January 22, 1999

BY FEDERAL EXPRESS

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/25/99--01092--006
*****87.50 *****87.50

Re: STEPHEN FRANK TRUSTEE CORP.

Dear Sir or Madam:

Enclosed are original Articles of Incorporation in connection with the referenced entity for filing with your office.

Also enclosed, is our firm check in the sum of \$87.50 covering (i) the filing fee of \$35.00, (ii) designation of Registered Agent of \$35.00, (iii) Certificate of Filing \$8.75, and (iv) Certificate of Good Standing \$8.75.

Kindly file the enclosed Articles of Incorporation and return the Certificates of Filing and Good Standing to us in the enclosed Federal Express envelope.

If you should have any questions or need additional information, please call me.

Very truly yours,

Barbara Frayle
Barbara Frayle
Legal Assistant

Encls.

cc: Mr. Stephen Frank
Barry Frank, Esq.

FILED
99 JAN 25 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
STEPHEN FRANK TRUSTEE CORP.**

FILED
99 JAN 25 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

STEPHEN FRANK TRUSTEE CORP.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

2601 South Bayshore Drive
Miami, Florida 33133

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is 1,000, all of which are without par value and are of the same class and are Common shares.

ARTICLE IV

RESIDENT OFFICE AND AGENT

The name and address of the initial registered agent is:

Barry Frank
c/o Weil, Gotshal & Manges LLP
701 Brickell Avenue, Suite 2100
Miami, Florida 33131

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Barry Frank
c/o Weil, Gotshal & Manges LLP
701 Brickell Avenue, Suite 2100
Miami, Florida 33131

ARTICLE VI

INITIAL DIRECTOR

Stephen Frank
2601 South Bayshore Drive
Miami, Florida 33133

ARTICLE VII

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1999.



Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

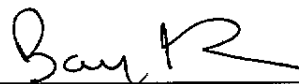
Pursuant to the provisions of sections 607.001 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: STEPHEN FRANK TRUSTEE CORP.
2. The name and address of the registered agent and office is:

Barry Frank
c/o Weil, Gotshal & Manges LLP
701 Brickell Avenue, Suite 2100
Miami, Florida 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

SIGNATURE _____



DATE: January 21, 1999

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TALLAHASSEE FLORIDA