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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: ABE'S II, INC.
AUDIT NUMBER.....H96000017365
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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Miami, FL 33136
305-358-2571

Handwritten signature and date: 12/11/96

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**ARTICLES OF INCORPORATION OF
ABE'S II, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is: ABE'S II, INC.

**ARTICLE TWO
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 2740 N.W. 24th Avenue, Miami, FL 33142.

**ARTICLE THREE
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR
CORPORATE PURPOSE**

The general purpose for which the corporation is organized is the transaction of any or all lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE FIVE
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100) SHARES. Such shares shall be of a single class, and shall be without par value.

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which has been paid in.

**ARTICLE SIX
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2740 N.W. 24th Avenue, Miami, FL 33142 and the name of its initial registered agent at such address is ABRAHAM ERGAS.

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64 NW 11th Street
Miami, FL 33136
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**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the corporation's initial board of directors is ONE (1). The name and address of each person who is to serve as a member of the initial board of directors is:


NAME	ADDRESS
ABRAHAM ERGAS	2740 N.W. 24th Avenue Miami, FL 33142

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

NAME	ADDRESS
ABRAHAM ERGAS	2740 N.W. 24th Avenue Miami, FL 33142

The undersigned incorporator has executed these Articles of Incorporation this 10TH day of DECEMBER, 1996.



ABRAHAM ERGAS
(Incorporator)

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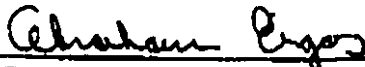
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 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: ABE'S II, INC.
2. The name and address of the registered agent and office is:
ABRAHAM ERGAS
2740 N.W. 24th Avenue
Miami, FL 33142

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.



ABRAHAM ERGAS
(Registered Agent)

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