P99000039644

TRANSMITTAL LETTER

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

300002855313--6
-04/28/99--01089--005
****122.50 *****78.75

SUBJECT: **ABP CARIBBEAN PALM BEACH, INC.**
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for $122.50.

FROM:

Georgi ZacZac, Jr.
Name typed or printed

777 N.W. 72nd Avenue
Address

Miami, FL 33126
City, State, & Zip Code

(305) 261-2900 ext. 112
Telephone Number

FILED
99 APR 28 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

T. SMITH MAY 03 1999

FILED
99 APR 28 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ABP CARIBBEAN PALM BEACH, INC.

We, the undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together for the purpose of forming a corporation under Florida Statutes, Chapter 607, and other laws of the state of Florida, and to that end do hereby certify to the facts herein set forth as required by law.

ARTICLE I
NAME

The name of this corporation is ABP CARIBBEAN PALM BEACH, INC.

ARTICLE II
PURPOSE

This corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III
CAPITAL STOCK

The maximum shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares at $1 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is $100.

ARTICLE V
ADDRESS

The Board of Directors may from time to time change the principal place or address thereof to any other place or address in the State of Florida. The initial address of the principal place of business of the corporation shall be:

777 N.W. 72^{ND} AVENUE
MIAMI, FL 33126

ARTICLE VI
TERM

This corporation shall have perpetual existence.

ARTICLE VII
DIRECTORS

The corporation shall have one director. The number of directors may be altered from time to time by the by-laws, but there shall never be less than one such director.

ARTICLE VIII
OFFICERS

The officers of this corporation shall be President, a Vice-President, a Secretary, a Treasurer, and such other officers and agents as may be provided for in the by-laws. All officers, agents and directors shall be chosen in such manner and hold their offices for such terms and shall have such powers and duties, and may be removed as may be provided, in the by-laws. Any person may hold two or more offices.

ARTICLE IX
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions herein contained and the by-laws of the corporation, shall hold office until the first meeting of the corporation or as soon thereafter as successors are elected and have qualified, are the following:

Georgi ZacZac, Jr.	777 N.W. 72^{nd} Avenue Miami, FL 33126
Alessandra ZacZac	777 N.W. 72^{nd} Avenue Miami, FL 33126

ARTICLE X
SUBSCRIBERS

The names and post office addresses of the subscribers hereof, the number of shares of stock each agrees to take, and the value of the consideration thereof, are:

NAME	ADDRESS	SHARES	VALUE
Georgi ZacZac, Jr.	777 N.W. 72nd Avenue Miami, FL 33126	80	$80
Alessandra, ZacZac	777 N.W. 72nd Avenue Miami, FL 33126	20	$20

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the shareholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all shareholders sign a written statement of their intention that the amendment be made.

ARTICLE XII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of the duty of care or any other duty as a director, except as required under the Florida Business Corporation Act (the "Act"). If at any time the Act shall have been amended to authorize the further elimination or limitation of the liability of a director, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, without further action by the shareholders, unless the provisions of the Act, as amended, require further action by the shareholders.

Any repeal or modification of the foregoing provisions of this Article XII shall not adversely affect the elimination or limitation of liability or alleged liability pursuant hereto of any director of the Corporation for or with respect to any alleged act or omission of the director occurring prior to such a repeal or modification.

FILED
99 APR 28 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIII
REGISTERED OFFICE AND REGISTERED AGENT

Georgi ZacZac, Jr., of **777 N.W. 72nd Avenue, Miami, FL 33126** is designated as the agent to accept service of process within the State of Florida for the corporation.

I, **Georgi ZacZac, Jr.**, am familiar with and accept the duties and responsibilities as registered agent for as required by Section 607.0501(3)F.S. and Section 607.0505.

REGISTERED AGENT

SIGNATURE ______________________
Georgi ZacZac, Jr.
Registered Agent

DATE 4-27-99

We, the undersigned, being the original subscribers of the capital stock herein named, hereunto set our hands at

STATE OF FLORIDA
COUNTY OF DADE

This 27th day of April, 1999

____
Signature - Georgi ZacZac, Jr.

____
Signature - Alessandra ZacZac