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LAW OFFICES

M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION

3000 NORTH FEDERAL HIGHWAY

BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 566-3390

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OF COUNSEL

KEVIN M. LYONS

CARL G. SANTANGELO

MEMBER OF

FLORIDA AND GEORGIA BAR

July 21, 2000

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-07/24/00-01123-018

*****78.75 *****78.75

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: **ABI OF SOUTH FLORIDA, INC.**

Dear Sir:

Enclosed please find Articles of Incorporation of ABI OF SOUTH FLORIDA, INC. together with check in the amount of \$78.75, representing:

Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Certified copy of Articles	<u>\$ 8.75</u>
TOTAL:	\$78.75

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,



M. DANIEL HUGHES

MDH:fsj
Enclosures

FILED
00 JUL 24 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gf 7/26

ARTICLES OF INCORPORATION
OF
ABI OF SOUTH FLORIDA, INC.

FILED
00 JUL 24 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is: **ABI OF SOUTH FLORIDA, INC.**

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is: 6278 North Federal Highway, Suite 208, Fort Lauderdale, FL 33308.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is: one (1). The names and addresses of the Directors who will serve on the initial Board of Directors are:

JAMES R. TIERNEY
JAMES R. TIERNEY
JAMES R. TIERNEY

President
Secretary
Treasurer

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is: JAMES R. TIERNEY, 6278 North Federal Highway, Suite 208, Fort Lauderdale, FL 33308.

ARTICLED VII: BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders.

ARTICLE VIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

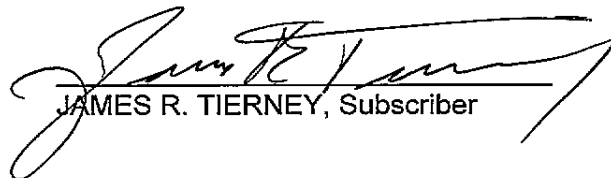
ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is: ONE THOUSAND at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 21ST day of July, 2000.


JAMES R. TIERNEY, Subscriber

STATE OF FLORIDA)
)SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 21st day of

July, 2000, by JAMES R. TIERNEY, to be known to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of July, 2000.

Fran S. Jones
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Fran S. Jones
Commission # CC 790901
Expires JAN. 3, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND
PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND
NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.: ABI OF SOUTH FLORIDA,
INC., organized under the laws of the State of Florida, with its principal office at: 6278 North Federal
Highway, Suite 208, Fort Lauderdale, FL 33308, has named M. DANIEL HUGHES as its Agent to accept
service of process.

NEWLY ELECTED OFFICERS:

JAMES R. TIERNEY - President

JAMES R. TIERNEY - Secretary

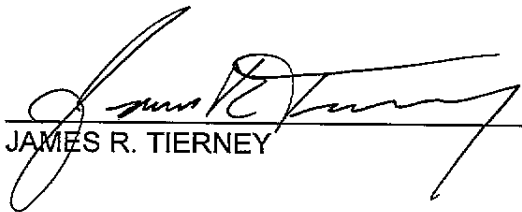
JAMES R. TIERNEY - Treasurer

ADDRESS:

6278 North Federal Highway, Suite 208
Fort Lauderdale, FL 33308

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Fort Lauderdale, FL 33308


JAMES R. TIERNEY

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed
hours, to post my name in some conspicuous place in office as required by law.


M. DANIEL HUGHES