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HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.

ATTORNEYS AT LAW

2560 GULF TO BAY BOULEVARD
SUITE 300
CLEARWATER, FLORIDA 33765
TELEPHONE (813) 799-4840
FAX (813) 797-8206

PLEASE REPLY TO:

Gulf To Bay Boulevard Office

OF COUNSEL:

FRANK C. LOGAN

DEBORAH POINTER KYNES

121 NORTH OSCEOLA AVENUE
SUITE 300

P.O. Box 2774 (Zip 33757-2774)

CLEARWATER, FLORIDA 33755

TELEPHONE (813) 447-7373

FAX (813) 447-2440

OUR FILE #

8916/16108

January 28, 1999

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-02/01/99-01128-006

*****70.00 *****70.00

Division of Corporations
Qualification/Tax Lien Section
P.O. Box 6327
Tallahassee, FL 32314

RE: ABBA Enterprises, Inc. doing business in the state of Florida as
Associated Training Systems, Inc.

W99-2536

Dear Sir or Madam:

Enclosed are the following documents which are submitted to register the above-referenced foreign corporation to transact business in Florida.:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida.
2. Certificate of Existence.
3. Our check in the amount of \$70.00.

Please return all correspondence concerning this matter to the following:

Jack J. Geller, Esq.
2560 Gulf to Bay Boulevard #300
Clearwater, FL 33765

Should you have any questions, please contact me at (727) 799-4840.

Very truly yours,

HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.

Jack J. Geller (8)
JACK J. GELLER

JJG:sf

Enclosures

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cc Dr. Roy Cougle

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DIVISION OF CORPORATIONS
99 FEB -8 PM 1:13

02/8



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 1999

JACK J. GELLER
HARPER, KYNES, GELLER, WATSON & BUFORD
2560 GULF TO BAY BLVD., STE. 300
CLEARWATER, FL 33765

SUBJECT: ABBA ENTERPRISES, INC.
Ref. Number: W99000002536

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We have received your document for ABBA ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

In order to adopt the name "ASSOCIATED TRAINING SYSTEMS, INC.", the corporation must submit a resolution form. Please find one enclosed for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 099A00004395

Resolution of Board of Directors—Adoption of Name
RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned LeRoy G. Cogle, do hereby certify
(Name)

that this Resolution of the Board of Directors of ABBA Enterprises, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Illinois,

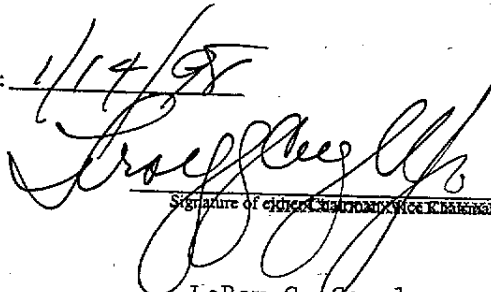
was duly adopted on January 14, 19 99.

Be it resolved, that ABBA Enterprises, Inc.
(Corporate Name)

organized and existing in the State of Illinois, hereby adopts the name

Associated Training Systems, Inc. for use in Florida.

Dated: 1/14/98



Signature of officer, director, vice chairman or secretary President

LeRoy G. Cogle

Type or print name

INHS19(4/96)

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ABBA Enterprises, Inc. doing business in the State of Florida as Associated
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.) Training Systems, Inc.

2. Illinois 3. 36-3091632
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 27, 1980 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Has not transacted business in Florida
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 109 Sixth Street
Belleair Beach, FL 33786
(Current mailing address)

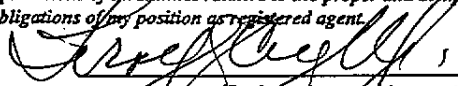
8. Business Consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: LeRoy G. Cougle
Office Address: 109 Sixth Street
Belleair Beach, Florida, 33786
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Sole Director: LeRoy G. Cougle

Address: 109 Sixth Street

Belleair Beach, FL 33786

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: LeRoy G. Cougle

Address: 109 Sixth Street

Belleair Beach, FL 33786

Vice President: 109 Sixth Street

Address: Belleair Beach, FL 33786

Secretary: LeRoy G. Cougle

Address: 109 Sixth Street

Belleair Beach, FL 33786

Treasurer: LeRoy G. Cougle

Address: 109 Sixth Street

Belleair Beach, FL 33786

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

President

14. _____

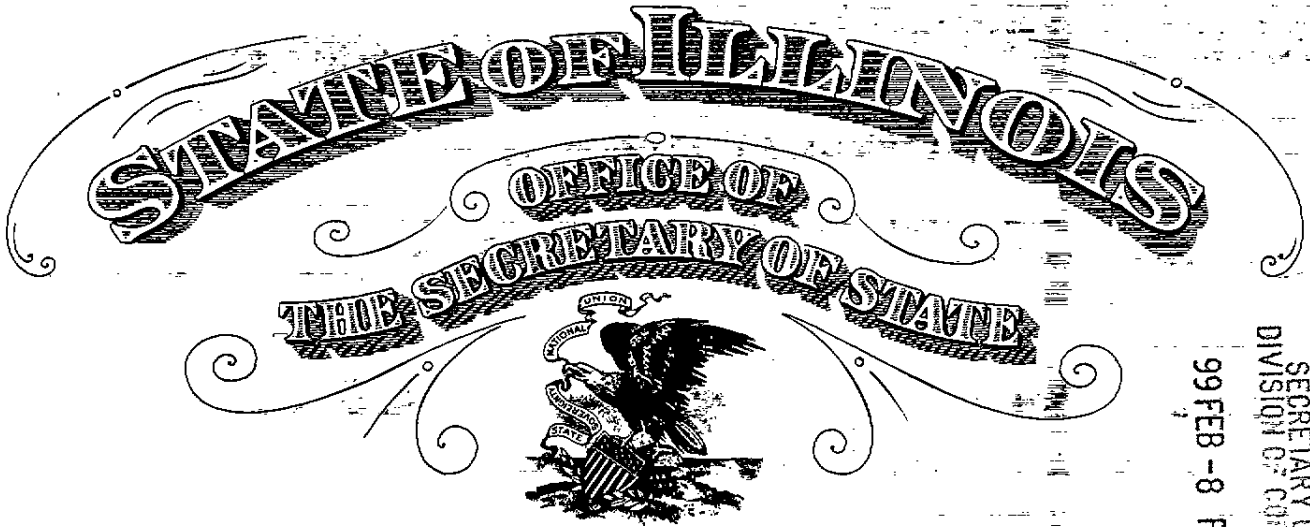
LeRoy G. Cougle, President

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

File Number 5220-197-7

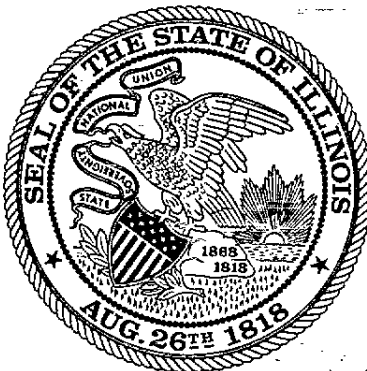


To all to whom these Presents Shall Come, Greeting

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ABBA ENTERPRISES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 27, 1980, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 19TH day of JANUARY A.D. 1999



Jesse White

SECRETARY OF STATE