

L98000002983

Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

November 23, 1998

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

FILED
98 NOV 24 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


RE: ABCO USA LLC

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$293.75 representing the filing fee and certificate of status fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,


Mark Hankins
President

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ABCO USA L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

ABCO USA L.L.C.
4300 NW, 79th Avenue, #2H
Miami, FL-33166

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the name and address of the initial manager, who shall serve until the first annual meeting of members or until his successors are elected and qualify, is:

Kenneth King
2101 S.W. Lake Circle Drive
Boynton Beach, FL 33426

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

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ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

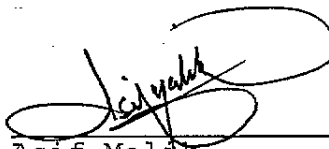
The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.
1221 Brickell Ave. Ste. 900
Miami, FL 33131

ARTICLE VII - Effective Date:

These articles shall be effective January 1, 1999.


DATED: November 17, 1998


Asif Malik
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

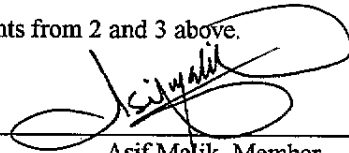
FLORIDA INCORPORATORS, INC.

By: 
Mark Hankins, President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of ABCO USA, L.L.C. deposes and says:

- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the members is \$1,000.
- 3) If any, the agreed value of property other than cash contributed by member(s) is: NONE.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$1,000. This total includes amounts from 2 and 3 above.



Asif Malik, Member

Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3) Florida Statute the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)