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CHARLES S. DAYHOFF III
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February 1, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

FILED
00 FEB -2 AM 7:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation
ABF FUTURE, INC.

700003131107-1
-02/02/00-01084-002
*****70.00 *****70.00

Dear Sir/Madam:

Please find enclosed each of the following:

1. Original and one copy of Articles of Incorporation.
2. Original and one copy of Certificate Designating Registered Office for the Service of Process Within the State of Florida, and Naming the Registered Agent Upon Whom Process May be Served.
3. A check in the sum of \$70.00 for your filing fee.

Please file the above documents and return a "file stamped" copy to me as soon as possible.

Thanking you in advance for your cooperation, I am

Sincerely yours,


CHARLES S. DAYHOFF III

CSD:bf
Enclosures
cc: Carol C. Frankl
00-1704-DC

T. Burch FEB 7 2000

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00 FEB -2 AM 7:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ABF FUTURE, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **ABF FUTURE, INC.**
2. **Principal Office/Mailing Address.** The principal office of the corporation is 9225 Ulmerton Road, Largo, Florida 33771. The mailing address of the corporation is 9225 Ulmerton Road, Largo, Florida 33771.
3. **Duration.** The period of its duration shall be perpetual.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.
6. **Initial Registered Office and Agent.** The name and street address of the initial registered agent and office of this corporation is as follows:

CHARLES S. DAYHOFF III
3830 Tampa Road, Suite 150
Palm Harbor, FL 34684

7. **Initial Board of Directors.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by any amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
CAROL C. FRANKL	9225 Ulmerton Road Largo, FL 33771
ANGELA C. DEATON	9225 Ulmerton Road Largo, FL 33771

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
CAROL C. FRANKL	9225 Ulmerton Road Largo, FL 33771

9. **Amendment of Articles.** 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of February, 2000.

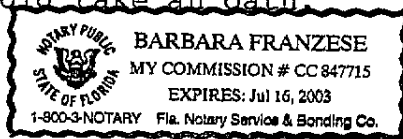
Carol C. Frankl
CAROL C. FRANKL
INCORPORATOR

Charles S. Dayhoff III
CHARLES S. DAYHOFF III
REGISTERED AGENT

STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of February, 2000, by CAROL C. FRANKL, who has produced a Florida driver's license as identification and who did take an oath.



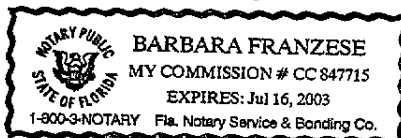
Barbara Franze
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA FRANZESE

My Commission Expires:

STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of February, 2000, by CHARLES S. DAYHOFF III, who has produced a Florida driver's license as identification and who did take an oath.



Barbara Franze
NOTARY PUBLIC - STATE OF FLORIDA
Print Name: BARBARA FRANZESE

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with §§48.091, 607.0501 and 607.0505 of the Florida Statutes, the following is submitted:

1. ABF FUTURE, INC., desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Largo, State of Florida, has named CHARLES S. DAYHOFF III, 3830 Tampa Road, Suite 150, Palm Harbor, Florida 34684, as its Registered Agent to accept service of process within the State of Florida.

DATED: February 1, 2000.

ABF FUTURE, INC.,
a Florida corporation

By: _____

Carol C. Frankl
Carol C. Frankl, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 1, 2000.

Charles S. Dayhoff III
CHARLES S. DAYHOFF III
REGISTERED AGENT