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LEDMAN HAM

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Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ABEL & ABELL ENTERPRISES, INC.

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ARTICLES OF INCORPORATION

OF

ABEL & ABELL ENTERPRISES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is ABEL & ABELL ENTERPRISES, INC.

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The address of the initial principal office of the corporation in the State of Florida is 114 Sea Oats Drive, Panama City Beach, Florida 32413, and the name of the initial registered agent is Thomas W. Ledman, Esq., Ledman & Hamm, P.A., whose address is 1007 Jenks Avenue, Panama City, Florida 32401.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, any act of the shareholders

Thomas W. Ledman
Florida Bar No.: 0023582
Ledman & Hamm, P.A.
1007 Jenks Avenue
Panama City, FL 32401
(850) 763-1550
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representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be deemed an act of all the shareholders, except as otherwise provided for in the Bylaws or in any Shareholders Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him or her. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the corporation business.

ARTICLE VI – PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

ARTICLE VII – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII – TERM OF EXISTENCE

This corporation shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation.

ARTICLE IX – INCORPORATOR

The name of the person signing these Articles is Thomas W. Ledman, Esq., Ledman & Hamm, P.A., whose address is 1007 Jenks Avenue, Panama City, FL 32401.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 8th day of March 2000.

Thomas W. Ledman
Thomas W. Ledman

STATE OF FLORIDA
COUNTY OF BAY

The foregoing Articles of Incorporation of Abel & Abell Enterprises, Inc. was
acknowledged before me this 8th day of March 2000, by Thomas W. Ledman, who (notary
must check applicable box)

X is personally known to me.
_____ produced a current Florida driver's license as identification.
_____ produced _____ as identification.

Michelle K. Booth
NOTARY PUBLIC
Print Name _____
Commission # _____
My Commission Expires: _____



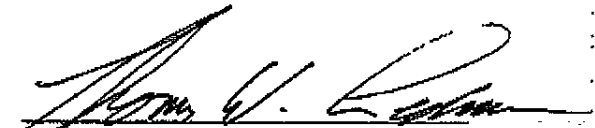
Michelle R. Booth
MY COMMISSION # CC755167 EXPIRES
June 29, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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**STATEMENT OF ACCEPTANCE AND DESIGNATION OF REGISTERED AGENT
OF
ABEL & ABELL ENTERPRISES, INC.**

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 8th day of March 2000.


Thomas W. Ledman

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