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BILLINGS
GREAT FALLS
MISSOULA
BRUSSELS
FARGO
HONG KONG
ROCHESTER
SALT LAKE CITY
VANCOUVER

May 16, 2000

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

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-05/17/00--01079--003
*****78.75 *****78.75

Re: ABS Financial Advisors Ltd.

Dear Sir or Madam:

Enclosed for filing with the Florida Division of Corporations are Articles of Incorporation for ABS Financial Advisors Ltd. Also enclosed is our check in the amount of \$78.75 to cover the filing fee. A self-addressed envelope has been provided for your convenience in returning the certified copy of the filing to my attention.

Thank you for your help with this matter. Please call me if you have any questions.

Sincerely,

Kristi Nickles

Kristi L. Nickles
Paralegal

*Want orig
Date*

KLN/ko
Enclosures
cc: Bruce A. MacKenzie, Esq.

W-13212

FILED
00 MAY 17 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*RV 6/2
TB*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 23, 2000

DORSEY & WHITNEY LLP
ATTN: KRISTI L. NICKLES
220 SOUTH SIXTH STREET
MINNEAPOLIS, MN 55402-1498

SUBJECT: ABS FINANCIAL ADVISORS LTD.
Ref. Number: W00000013212

We have received your document for ABS FINANCIAL ADVISORS LTD. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return the original and one copy of 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 900A00029086

ARTICLES OF INCORPORATION
OF
ABS FINANCIAL ADVISORS INC.

FILED
00 MAY 17 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To form a corporation pursuant to the Florida Business Corporation Act, the undersigned hereby certifies as follows:

ARTICLE 1.

The name of this corporation is ABS Financial Advisors Inc.

ARTICLE 2.

The principal place of business and mailing address of the corporation is 9780 West Suburban Drive, Pinecrest, Florida 33156.

ARTICLE 3.

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 4.

The total number of shares of stock which this corporation is authorized to issue to 1,000,000 shares, par value \$.01 per share, all of which shares are designated as Common Stock.

ARTICLE 5.

The name and address of the Registered Agent in the state of Florida is: Juan Ball, 9780 West Suburban Drive, Pinecrest, Florida 33156.

ARTICLE 6.

The name and mailing address of the incorporator are: Juan Ball, 9780 West Suburban Drive, Pinecrest, Florida 33156.

ARTICLE 7.

The name and mailing address of the first board of directors are: Juan Ball, 9780 West Suburban Drive, Pinecrest, Florida 33156.

ARTICLE 8.

There shall be no cumulative voting by the shareholders of the corporation.

ARTICLE 9.

The shareholders of the corporation shall not have any preemptive rights to subscribe for or acquire securities or rights to purchase securities of any class, kind, or series of the corporation.

ARTICLE 10.

An action required or permitted to be taken at a meeting of the board of directors of the corporation may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the board of directors of the corporation at which all of the directors were present.

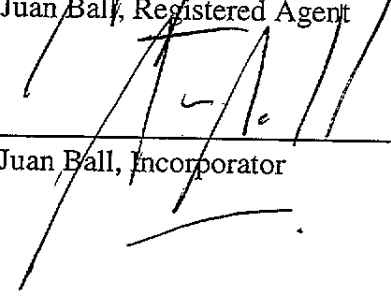
ARTICLE 11.

To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

Dated: May 16, 2000



Juan Ball, Registered Agent



Juan Ball, Incorporator