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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

AB CAPITAL MANAGEMENT, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**AB CAPITAL MANAGEMENT, INC.**

**ARTICLE I. NAME**

The name of the Corporation is AB Capital Management, Inc.  
(Hereinafter called the "Corporation").

**ARTICLE II. PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$.01 share.

**ARTICLE IV. INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 9350 S. Dixie Highway, Suite 900, Miami, Florida 33156; and the name of the initial registered agent of the Corporation at that address is Shelley Marciano.

**ARTICLE V. MAILING ADDRESS**

The mailing address of the corporation is:  
9350 S. Dixie Highway, Suite 900, Miami, FL 33156.

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and address of the initial directors of this Corporation are:

Andrew Blank      9350 South Dixie Highway, Suite 900, Miami, FL 33156

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name: Andrew Blank

Address: 9350 S. Dixie Hwy, Suite 900

Miami, FL 33156

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 30 day of May, 2000.

  
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

AB Capital Management, Inc., desiring to organize under the laws of the State of Florida, has  
named Shelley Marciano as its agent to accept service of process within this state.

Address: 9350 South Dixie Highway, Suite 900  
Miami, Florida 33156

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and complete performance of my duties,  
and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 30 day of May, 2000.

*Shelley Marciano*  
Registered Agent

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