

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.**ABL RECRUITING GROUP, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ABL RECRUITING GROUP, INC.**

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The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: ABL RECRUITING GROUP, INC. The address of the principal office of this corporation shall be 4000 Island Blvd, #902, Aventura, Fl 33160 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having Ten Cent (\$.10) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4000 Island Blvd, #902, Aventura, Fl 33160, and the name of the initial registered agent of the corporation at that address is Marc A. Shear.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The number of Directors may at any time and from time to time be increased or decreased by action of either the shareholders or the Board of Directors, but no decrease in the number of Directors shall have the effect

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of shortening the term of any Incumbent Director. The name and street address of the initial member of the Board of Directors is:

Marc A. Shear, 4000 Island Blvd, #902, Aventura, Fl 33160

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary/Treasurer

Marc A. Shear
4000 Island Blvd, #902
Aventura, Fl 33160

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Marc A. Shear, 4000 Island Blvd, #902, Aventura, Fl 33160

ARTICLE IX. INDEMNIFICATION

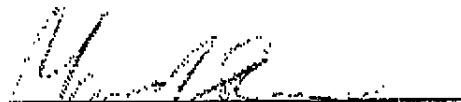
Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person. Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope

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of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, Indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 24 day of July, 2000.



Marc A. Shear, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR
ABL RECRUITING GROUP, INC.**

In pursuance of Chapter 48.021, Florida Statutes, the following is submitted. In compliance with said Act:

First: That ABL RECRUITING GROUP, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, has named Marc A. Shear, 4000 Island Blvd, # 902, Aventura Fl 33160, as agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Marc A. Shear
Marc A. Shear
Registered Agent

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