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FLORIDA PROFIT CORPORATION OR P.A.

ABACUS REAL ESTATE SOLUTIONS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2000

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SUBJECT: ABACUS REAL ESTATE SOLUTIONS, INC.
REF: W00000025560

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

(A)

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ARTICLES OF INCORPORATION

OF

ABACUS REAL ESTATE SOLUTIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **ABACUS REAL ESTATE SOLUTIONS, INC.**

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) Shares of \$1.00 par value common stock, which shall be designated "Common Shares". There shall be only one (1) class of stock.

ARTICLE V - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of the corporation.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., Suite 105
West Palm Beach, FL 33406-6086
(561) 966-6211
Fla. Bar No. 133803

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ARTICLE VI - INITIAL PRINCIPAL OFFICE

The street address of the initial Principal office of **ABACUS REAL ESTATE SOLUTIONS, INC.** is 4001 NW 23rd Ct., Coconut Creek, FL 33066.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of this corporation is **ROCCO M. RANAUDO**, 4001 NW 23rd Ct., Coconut Creek, FL 33066.

ARTICLE VIII - BOARD OF DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the directors of the corporation. Directors need not be residents or citizens of the State of Florida. The directors may take action by written consent without a meeting as provided by law. The name and address of the initial director(s) of this corporation is:

Rocco M. Ranaudo	4001 NW 23rd Ct. Coconut Creek, FL 33066
John Marangos	127 Coconut Palm Rd. Boca Raton, FL 33432

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation are:

Rocco M. Ranaudo	4001 NW 23rd Ct. Coconut Creek, FL 33066
John Marangos	127 Coconut Palm Rd. Boca Raton, FL 33432

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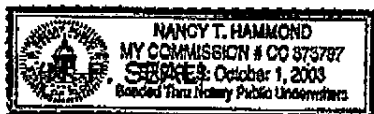
IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 23rd day of OCTOBER, 2000.


ROCCO M. RANAUDO


JOHN MARANGOS

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of Oct, 2000, by ROCCO M. RANAUDO who is personally known to me or who produced _____ as identification.

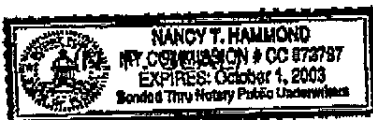



Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23rd day of Oct, 2000, by JOHN MARANGOS who is personally known to me or who produced FL Drivers License as identification.




Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration


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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

ABACUS REAL ESTATE SOLUTIONS, INC. hereby appoints ROCCO M. RANAUDO to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


ROCCO M. RANAUDO

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