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ACCOUNT NO. : 072100000032

REFERENCE : 999291 7160268

AUTHORIZATION

Patricia Pigatto

COST LIMIT : \$ 70.00

ORDER DATE : February 9, 2001

ORDER TIME : 9:12 AM

ORDER NO. : 999291-005

CUSTOMER NO: 7160268

CUSTOMER: Ms. Joann Connor
Ms. Joann Connor

300 Plainfield Avenue

Edison, NJ 08817

FILED
2001 FEB 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

900003674129--7

DOMESTIC FILING

NAME: ABC BAR CAREER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
01 FEB 12 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

FILED

2001 FEB 12 PM 1:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

ABC BAR CAREER, INC.

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:

ABC BAR CAREER, INC. --

The address of the principal office of this corporation shall be 300 Plainfield Avenue, Edison, New Jersey 08817, and the mailing address of the corporation 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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 name and address of the initial member of the Board of Directors is:

Joann Connor 300 Plainfield Avenue
Dir. Edison, New Jersey 08817

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

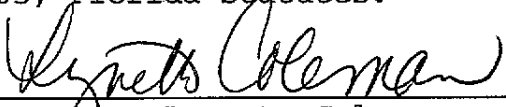
The undersigned incorporator has executed these
Articles of Incorporation on February 12, 2001.


It's Agent Lynette Coleman
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By:


It's Agent Lynette Coleman
Authorized Service Representative
Corporation Service Company

jkg