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Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: ABCI Consulting, Inc. - Certificate of Domestication

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Certificate of Domestication, along with an original and one copy of Florida Articles of Incorporation for ABCI Consulting, Inc., formerly ABCI Consulting, Inc., a Texas corporation. Please file same and return a certified copy to this office.

Also enclosed is our check in the amount of \$128.75 (\$50.00 for the Certificate of Domestication and \$78.75 for the Articles of Incorporation and certified copy of same.) Should you have any questions regarding this filing, please contact the undersigned

Sincerely,

Victor S. Kostro

VICTOR S. KOSTRO

VSK:pip
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH APR 26 2001

CERTIFICATE OF DOMESTICATION

The undersigned, Arthur G. Blankley, President,
(Name) (Title)

of ABCI Consulting, Inc. a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was May 14, 1998.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was the State of Texas.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was ABCI Consulting, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is ABCI Consulting, Inc..
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the State of Texas.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of ABCI Consulting, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 18th day of April, 2001.

Arthur G. Blankley
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF ABCI CONSULTING, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ABCI Consulting, Inc. located at 903D Palm Springs Boulevard, Indian Harbour Beach, Florida 32937.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$.10 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 903D Palm Springs Boulevard, Indian Harbour Beach, Florida 32937, and the name of the initial registered agent of this corporation at that address is Arthur G. Blankley.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR G. BLANKLEY	903D Palm Springs Boulevard Indian Harbour Beach, Florida 32937

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR G. BLANKLEY	903D Palm Springs Boulevard Indian Harbour Beach, Florida 32937

The powers of the Incorporator shall terminate upon the filing of these Articles of Incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of April, 2001.

Arthur G. Blankley
ARTHUR G. BLANKLEY

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that ABCI Consulting, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indian Harbour Beach, County of Brevard, State of Florida, has named Arthur G. Blankley, located at 903D Palm Springs Boulevard, Indian Harbour Beach, Florida 32937, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the 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.


ARTHUR G. BLANKLEY

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TALLAHASSEE, FLORIDA