

# PO10000048397

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

## FLORIDA PROFIT CORPORATION OR P.A.

american business alliance, inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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01 MAY 15 PM 1:47  
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TALLAHASSEE, FLORIDA

B. McKnight MAY 15 2001

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ARTICLES OF INCORPORATION  
OF  
AMERICAN BUSINESS ALLIANCE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AMERICAN BUSINESS ALLIANCE, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| <u>NUMBER OF SHARES</u><br><u>AUTHORIZED</u> | <u>PAR VALUE</u><br><u>PER SHARE</u> | <u>CLASS OF</u><br><u>STOCK</u> |
|----------------------------------------------|--------------------------------------|---------------------------------|
| 500                                          | \$1.00                               | Common                          |

ARTICLE IV - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1415 West Cypress Creek Road, Suite 300, Fort Lauderdale Florida 33309, and the name of the initial registered agent of this corporation is Daniel LeDoux and his address is 1415 West Cypress Creek Road, Suite 300, Fort Lauderdale, Florida 33309.

PREPARED BY: CARL A. SCHMITT, ESQUIRE, Fla. Bar No. 171340,  
1666 Kennedy Causeway, Suite 705, North Bay  
Village, FL 33141 Phone: (305) 868-4711

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial Director of this corporation is:

NAME

ADDRESS

Daniel LeDoux

1415 West Cypress Creek Road  
Suite 300  
Fort Lauderdale, Florida 33309

ARTICLE VII - INCORPORATOR

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

NAME

ADDRESS

Daniel LeDoux

1415 West Cypress Creek Road  
Suite 300  
Fort Lauderdale, Florida 33309

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

PREPARED BY: CARL A. SCHMITT, ESQUIRE, Fla. Bar No. 171340,  
1666 Kennedy Causeway, Suite 705, North Bay  
Village, FL 33141 Phone: (305) 868-4711

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

In pursuance of Chapter 48.091, Florida Statutes, the following  
submitted, in compliance with said Act:

That AMERICAN BUSINESS ALLIANCE, INC., desiring to organize under  
the laws of the State of Florida with its principal office, as indicated in the  
Articles of Incorporation, at the City of Fort Lauderdale, County of Broward,  
State of Florida, has named Daniel LeDoux, located at 1415 West Cypress Creek  
Road, Suite 300, Fort Lauderdale, Florida 33309, City of Fort Lauderdale, County  
of Broward, State of Florida, 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 agree to act  
in this capacity and agree to comply with the provision of said Act relative to  
keeping open said office.

By:

  
DANIEL LEDOUX

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TOTAL P.05

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IN WITNESS WHEREOF, the undersigned Subscriber has executed these  
Articles of Incorporation this 11 day of May, 2001.

  
Subscriber, DANIEL LEDOUX

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