

P010000 78439

TRANSMITTAL LETTER

**Department of State
Division of Corporations**

**000004523970--4
-08/08/01--01039--011
****78.75 ****78.75**

Subject ; ABS ADVERTISING, INC.

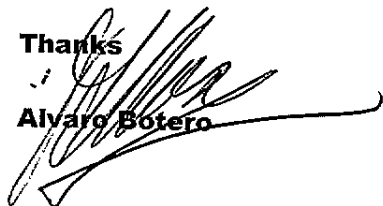
**Enclose is an original and one (1) copy of Application for Registration of
Corporation , and check for \$78.75**

**From ALVARO BOTERO
1830 SW 32ND AVE.
MIAMI, FL 33145**

Please send us copy.

Thanks

Alvaro Botero



**FILED
2001 AUG -8 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

BB 8-13-01

**ARTICLES OF INCORPORATION
OF
ABS ADVERTISING, INC**

ARTICLE I

The name of the corporation is:

ABS ADVERTISING, INC.

ARTICLE II

The principal place of the business is:
1830 SW 32nd Ave, Miami Fl. 33145
initial registered agent at the address is: Arnulfo Rojas
16745 West Secretariat Dr. Loxahatchee, Fl. 33470

ARTICLE III

The Corporation may transact any lawful business for which corporations may be incorporated under the law of the State of Florida.

ARTICLE IV

The aggregate number of shares that the Corporation may issue is 1000
Shares of Common Stock, with a par value of \$ 1.00

ARTICLE V

Stockholders of the corporation are entitled to cumulate their votes for Directors and are entitled to a number of votes equal to the number of Directors to be elected multiplied by the number of shares that they are entitled to vote. Elections of Directors need not be by ballot.

ARTICLE VI

Each stockholder of the Corporation is granted the preemptive right to subscribe to any additional issues of Stock of the Corporation for any securities of the Corporation convertible into Stock.

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ARTICLE VII

The number of Directors constituting the initial Board of Directors 1 The numbers of Directors may be changed as provided in the Bylaws. The name and address of the of the person who are to serve as Director until the first annual meeting of Stockholder or until their successors are elected and qualify is as follows:

Name

Alvaro Botero
President

Address

1830 SW 32nd Ave.
Miami, Fl, 33145

ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized and empowered to make, alter, or repeal the Bylaws of the Corporation, subject to the reserved power of the Stockholders adopt. Amend or repeal Bylaws that may include the power to restrict in any manner power granted to the Board of Directors by this Article.

ARTICLE IX

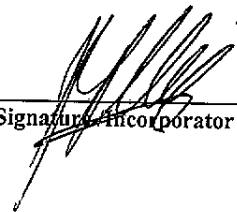
The name and address of the Incorporator is
Alvaro Botero, 1840 SW 32nd Ave. Miami Fl. 33145

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature /Registered Agent

08/05/01
Date



Signature Incorporator

08/05/01
Date