

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

Account Name : RUSSELL H. CULLEN PA
Account Number : I20000000244
Phone : (305)451-5737
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FLORIDA PROFIT CORPORATION OR P.A.

AB-TECH, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04/10
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2001

RUSSELL H. CULLEN PA

SUBJECT: AB-TECH, INC.
REF: W01000018826

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Letter Number: 401A00046635

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**ARTICLES OF INCORPORATION
OF**

AB-TECH BY MONROE, INC.

ARTICLE I - NAME

The name of the corporation is:

AB-TECH BY MONROE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, having a \$1.00 par value. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is:

25793 SW 122nd Place
Naranja, FL 33032

The mailing address of the initial corporate office is 25793 SW 122nd Place,
Naranja, Florida 33032.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Russell H. Cullen, Esq.
whose address is 99228 Overseas Hwy, Key Largo, Florida 33037.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one Director. The initial Board of Directors shall have one director. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than ten. The name and address of the initial Board of Directors of the corporation is:

Monroe DuBois
25793 SW 122nd Place
Naranja, FL 33032

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is: Russell H. Cullen, Esq., 99228 Overseas Hwy., Key Largo, FL 33037.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

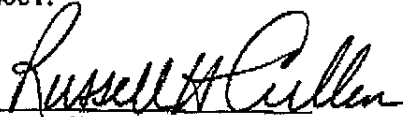
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the

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Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

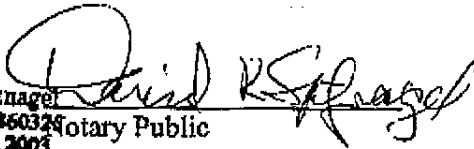
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 15th day of August, 2001.


Russell H. Cullen
Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Russell H. Cullen, who [X] is personally known to me or [] has produced _____ as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.




David R. Spitznagel
Commission # 00260324 Notary Public
Expires Sep. 28, 2003
Bonded Through
Atlantic Bonding Co., Inc.

Print
My Commission Expires:

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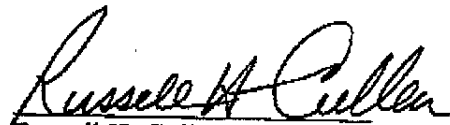
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Section 48.091 and Section 706.034, Florida Statutes:

AB-TECH BY MONROE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 25793 SW 122nd Place, Naranja, Florida 33032, names as its agent to accept service of process within this State: Russell H. Cullen, Esq., 99228 Overseas Highway, Key Largo, Florida 33037.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in the 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.


Russell H. Cullen, Esq.
Registered Agent

Date: August 15, 2001

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