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**FLORIDA PROFIT CORPORATION OR P.A.**

**ABJF, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE INAME

The name of the corporation shall ABIE, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

ARTICLE IIPLACE OF BUSINESS

The place of business and mailing address of the Corporation shall be at: 10910 West Flagler Street, Suite 116, Miami, Florida 33174, or at such place later designated by the incorporators herein by filing an amendment to the Articles of Incorporation.

ARTICLE IIIPRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be at: 10910 West Flagler Street, Suite 116, Miami, Florida 33174.

ARTICLE IVCOMMON SHARES

The maximum number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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The initial common shares shall be divided in the following manner:

Accel Barbara 10721 SW 173 Street Miami, Florida 33157	50% Common Shares
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Gabino Fernandez 6012 SW 137 <sup>th</sup> Avenue Miami, Florida 33183	50% Common Shares
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#### **ARTICLE V**

#### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

#### **ARTICLE VI**

#### **INCORPORATORS**

The name and address of the incorporator of the Corporation is:

Rafael Fabian  
Rafael Fabian, P.A.  
9220 S.W. 72<sup>nd</sup> Street, Suite 204  
Miami, Florida 33173

#### **ARTICLE VII**

#### **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Accel Barbara  
10721 SW 173 Street  
Miami, Florida 33157

Joel Fernandez  
10840 SW 84 Street, Apt. D1  
Miami, Florida 33173

**ARTICLE VIII****OFFICERS**

The operations of the Corporation shall be administered by the officers designated by the election held pursuant to the By-laws. The officers herein have been elected by the Board of Directors of the Corporation at its first meeting to create the Corporation described herein. The By-Laws shall provide for the removal from office of officers, the term and election dates of officers, the filing of vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Secretary:	Accel Barbara 10721 SW 173 Street Miami, Florida 33157
Vice-President/Treasurer:	Joel Fernandez 10840 SW 84 Street, Apt. D1 Miami, Florida 33173

**ARTICLE IX****BOARD OF DIRECTORS**

- 7.1 **NUMBER AND QUALIFICATION** The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than Two (2) directors.
- 7.2 **DUTIES AND POWERS** All of the duties and powers of the Corporation existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors and/or employees.
- 7.3 **ELECTION REMOVAL** Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 7.4 **FIRST DIRECTORS** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Name  
Acdel Barbara

Address  
10721 SW 173 Street  
Miami, Florida 33157

Joel Fernandez

10840 SW 84 Street, Apt D1  
Miami, Florida 33173

#### ARTICLE X

##### INITIAL REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The address of the initial registered office of the Corporation is the Rafael Fabian, Esq., Rafael Fabian, P.A. located at: 9220 S.W. 72<sup>nd</sup> Street, Suite 204, Miami, Florida 33173.

#### ARTICLE XI

##### AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

#### ARTICLE XII

##### BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this April 25, 2002.


  
\_\_\_\_\_  
RAFAEL FABIAN, INCORPORATOR

#02000103224

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN**  
**ARTICLES OF INCORPORATION**

The Rafael Fabian, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Rafael Fabian, P.A.

  
By: Rafael Fabian, President

Instrument Prepared by:  
Rafael Fabian, Esq.  
Rafael Fabian, P.A.  
9220 SW 72<sup>nd</sup> Street  
Suite 204  
Miami, Florida 33173

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