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\*\*\*\*\*78.75 \*\*\*\*\*78.75

July 19, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: AB-MELLENIA, INC.  
Articles of Incorporation

Dear Sirs:

We enclose for filing Articles of Incorporation and Certificate of Designation for AB-MELLENIA, INC., a copy for certification and our check in the amount of \$78.75 to cover filing costs as well as the certification fee.

Please return a certified copy of the Articles of Incorporation.

Very truly yours,

  
Louis J. DeReuil, Esq.

FILED  
02 JUL 22 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LJD:kek

Enclosures as noted.

BM 7/23

FILED  
02 JUL 22 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AB-MILLENIA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be AB-MILLENIA, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suite, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves as served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by

such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VI

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

William F. Foody

6744 Entrada Place  
Boca Raton, Florida 33433.

Bettina Foody

6744 Entrada Place  
Boca Raton, Florida 33433

#### ARTICLE VIII

The initial registered agent of the corporation is WILLIAM F. FOODY, the street address of the corporation's initial registered office is William F. Foody, 6744 Entrada Place, Boca Raton, Florida 33433.

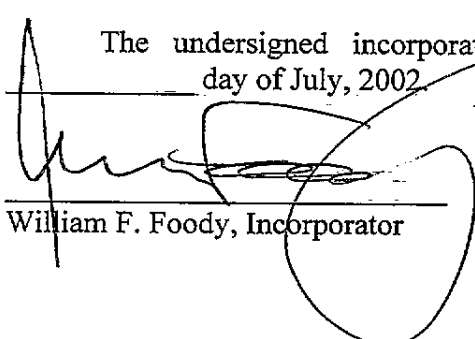
#### ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 6744 Entrada Place, Boca Raton, Florida 33433.

#### ARTICLE X

The name and address of the incorporator to these Articles of Incorporation is William F. Foody, 6744 Entrada Place, Boca Raton, Florida 33433.

The undersigned incorporator has executed these Articles of Incorporation this  
day of July, 2002.

  
William F. Foody, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: AB-MILLENIA, INC.
2. The name and address of the registered agent and office is:

William F. Foody

6744 Entrada Place  
Boca Raton, Florida 33433

Date:

Signature: \_\_\_\_\_

Title: Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
AB-MILLENIA, INC.

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

✓  
Signature of Registered Agent (INCLUDE TITLE IF  
SIGNING FOR CORPORATE REGISTERED AGENT)

**FILED**  
02 JUL 22 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA