

**Electronic Articles of Incorporation  
For**

P04000126711  
FILED  
September 02, 2004  
Sec. Of State  
thampton

ABACUS INCENTIVES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

ABACUS INCENTIVES, INC.

**Article II**

The principal place of business address:

1200 NORTH FEDERAL HIGHWAY  
200  
BOCA RATON, FL. 33432

The mailing address of the corporation is:

1200 NORTH FEDERAL HIGHWAY  
200  
BOCA RATON, FL. 33432

**Article III**

The purpose for which this corporation is organized is:

THE PURPOSE IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY  
ALLOWABLE UNDER FLORIDA CORPORATE LAW EXCEPT THE BANKING  
BUSINESS, TRUST COMPANY BUSINESS, OR THE PRACTICE OF A  
PROFESSION PERMITTED TO BE INCORPORATED BY THE FLORIDA  
CORPORATE CODE.

**Article IV**

The number of shares the corporation is authorized to issue is:

3,000,000

**Article V**

The name and Florida street address of the registered agent is:

WILLIAM K ZORR  
1200 NORTH FEDERAL HIGHWAY  
SUITE 200  
BOCA RATON, FL. 33432

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: WILLIAM K. ZORR

### **Article VI**

The name and address of the incorporator is:

WILLIAM K. ZORR  
1200 NORTH FEDERAL HIGHWAY  
SUITE 200  
BOCA RATON, FLORIDA 33432

Incorporator Signature: WILLIAM K. ZORR

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES  
DANA SPEAR  
504 OTSEGO DRIVE  
SAN DIEGO, CA. 92103

Title: CEO  
WILLIAM K ZORR  
4303 GRESHAM STREET, #7  
SAN DIEGO, CA. 92109

### **Article VIII**

The effective date for this corporation shall be:

09/02/2004