

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

csc networks

800-342-8006

P95000004417

95 JAN 18 11:15 AM

MAIL TO:
P.O. BOX 5820
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 526704 82474A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 18, 1995

ORDER TIME : 11:21 AM

ORDER NO. : 526704

CUSTOMER NO: 82474A

CUSTOMER: David Feldman, Esq
DAVID FELDMAN, ESQUIRE

Penthouse
407 Lincoln Road, N.e.
Miami Beach, FL 33139

DOMESTIC FILING

..PLEASE FILE 2ND..

RUSH WILL WAIT

NAME: A & B SALES, INC.

000001388590
-01/24/95--01142--004
*****70.00 *****70.00

FILING 35
R. AGENT 35
C. COPY -
TOTAL 70
N. BANK -
BALANCE DUE -
REFUND -

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Hand principal officer.

DM
1-18-95
01

FILED
95 JAN 18 PM 1:15
RUSH WILL WAIT

ARTICLES OF INCORPORATION
OF
A & B SALES, INC.

FILED
95 JAN 18 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age, do hereby present these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be: A & B Sales, Inc.

ARTICLE II

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, vix:

To improve, buy, sell, mortgage, deal in and with, dispose or, manage and operate real property, both improved and unimproved, and personal property of whatsoever, nature or kind, as owner, agent, or factor or broker.

To buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal property of all kinds and description.

To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares,

DAVID FELDMAN, P.A., Attorney at Law
407 Lincoln Road, PH NE, Miami Beach, FL 33139
(305) 534-4721 FLA. BAR NO. 155667

merchandise, and real and personal property of every kind and description.

To do any and all things, and everything necessary for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereto, necessary and incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Director(s) of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at five (\$5.00) dollars per share.

ARTICLE IV

The amount of capital with which the corporation shall begin shall be five hundred (\$500.00) dollars.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The principal office of the corporation shall be located at:

1664 Collins Ave.,
Miami Beach, Fl. 33139

ARTICLE VIII

The street address of the initial registered office of this corporation is: 407 Lincoln Road, PH NE, Miami Beach, Florida 33139 and the name of the initial Registered Agent of this corporation at that address is: David Feldman, Esquire.

ARTICLE IX

This corporation shall have two Director(s) initially. The number of director(s) may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and addresses of the initial Director(s) of this corporation are:

<u>Name</u>	<u>Address</u>
Jose Schwartzbaum	1664 Collins Ave., Miami Beach, Fl 33139
Lydia Schwartzbaum	1664 Collins Ave., Miami Beach, Fl 33139

ARTICLE X

The officer(s) of this corporation, until the first meeting shall be as follows:

President-Jose Schwartzbaum

Vice-President, Secretary and Treasurer-Lydia Schwartzbaum

ARTICLE XI

This corporation shall, in its' by-laws, allow for qualification for the Stockholder's Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244.

ARTICLE XII

The name and address of the person(s) signing these Articles of Incorporation is:

ARTICLE XIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIV

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV

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

ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 10th day of January, 1995.

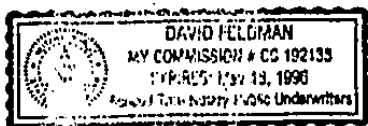
Jose Schwartzbaum
Jose Schwartzbaum

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was sworn to and subscribed before me this 10 day of January, 1995, by Jose Schwartzbaum who produced his driver's license (x)/passport (), as identification and who did take an oath.

Robert J. Feldman
Notary Public

My commission expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE MADE.

FILED
JAN 18 1966
SECRET
TALLAHASSEE, FLORIDA

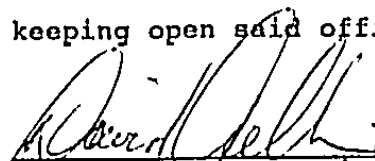
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That A & B Sales, Inc.

desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami Beach, County of Dade, State of Florida, designates DAVID FELDMAN, Esquire, 407 Lincoln Road, PH NE, Miami Beach, Florida 33139, as its' Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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



DAVID FELDMAN, Esquire
Registered Agent