

P9500000 7956
RUMBERGER, KIRK & CALDWELL
PROFESSIONAL ASSOCIATION

SIGNATURE PLAZA, SUITE 300 (32801)
201 SOUTH ORANGE AVENUE
POST OFFICE BOX 1873
ORLANDO, FLORIDA 32802-1873
(407) 872-7300
TELECOPIER (407) 841-2123

100 NORTH TAMPA STREET (33602)
SUITE 2000
POST OFFICE BOX 3390
TAMPA, FLORIDA 33601-3390
(813) 223-4253
TELECOPIER (813) 221-4752

ONE BISCAYNE TOWER, SUITE 3100
2 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1807
(305) 358-5577
TELECOPIER (305) 371-7560

106 EAST COLLEGE AVENUE, SUITE 700 (32301)
POST OFFICE BOX 10507
TALLAHASSEE, FLORIDA 32302-2507
(904) 222-8350
TELECOPIER (904) 222-8763

PLEASE REPLY TO:

ORLANDO

January 11, 1995

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, FL 32314

000001382370
-01/18/95--01007--009
****122.50 ****122.50

Re: *ABB Industries, Inc.*
Articles of Incorporation
Our File No.: A191-10054

To Whom It May Concern:

W95-1353

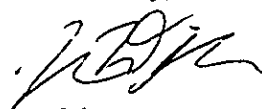
Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$122.50.

This check represents the cost of the filing fees, certified copy of Articles of Incorporation and the fee for Registered Agent Designation for the captioned corporation.

Please return the certified copy of the Articles of Incorporation to our offices to the writer's attention, along with a receipt for the filing.

Thank you for your cooperation and assistance. If you have any questions or comments regarding the enclosed, please do not hesitate to contact the writer directly at (407) 839-2118.

Sincerely,



John W. Dill

JD 1/31/95

JWD/pmq

Encls.

cc: Michael Abbaticchio w/o encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1995

JOHN W. DILL
P.O. BOX 1873
ORLANDO, FL 32802-1873

SUBJECT: ABB INDUSTRIES
Ref. Number: W95000001353

JAN 20 1995

L. W. OFFICES OF
Rumbarger, Kirk & Caldwell
Professional Association

ABB

We have received your document for ABB INDUSTRIES and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 595A00002321

3/17/95
3/20

Re-submitting 1/26/95

ARTICLES OF INCORPORATION

OF

ABB INDUSTRIES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is "ABB Industries, Inc. "

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent and Registered Office of this Corporation is:

Name: Mark Abbaticchio
Address: 1060 S.W. 67th Terrace
City: Plantation, FL 33317

ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION

The principal office of ABB Industries, Inc., is as follows:

1060 S.W. 67th Terrace
Plantation, FL 33317

mailing address: Post Office Box 17452
Plantation, FL 33318

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Name: Michael Abbaticchio
Address: 1060 S.W. 67th Terrace
City: Plantation, FL 33317

ARTICLE VIII - INCORPORATOR

The incorporator of ABB Industries, Inc. is:

Name: Michael Abbaticchio
Address: 1060 S.W. 67th Terrace
City: Plantation, FL 33317

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X - ELECTION OF BOARD OF DIRECTORS

Changes in the number of directors or in the initial Board of Directors shall be by vote of the shareholders and shall require a majority vote to effect a change.

ARTICLE XI - DECISIONS OF BOARD OF DIRECTORS

Decisions of the Board of Directors effecting the nature of the business of the Corporation or dissolution of the Corporation shall require a majority vote to be effective.

ARTICLE XII - ACTIONS BY DIRECTORS WITHOUT A MEETING

Members of the Board of Directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day January 1995, 1994.

Michael Abbaticchio

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 4 day of January, 1995 by Michael Abbaticchio who is personally known to me or who has produced his Florida driver's license as identification.

Carole J. Murdon

Notary Public

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR. 13 1995
BONDED THRU GENERAL INS. UNDERWRITERS

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of any position as registered agent.

Mark J. Abbaticchio
Date: Jan 2, 19 95.