

**P9500010047**

**NESTOR MORALES  
TITLE INSURANCE COMPANY**

2450 S. W. 137 TH AVENUE SUITE 221  
MIAMI, FLORIDA 33175

PHONE (305) 553 - 8020  
FAX (305) 226 - 3740

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 FEB -2 PM 2:19

January 27, 1995  
Friday

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

CHIEF, DIVISION OF CORPORATIONS  
-10,270,2715- (111) 300-1100  
4444 701.000 4444 701.000

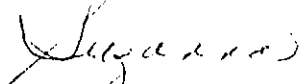
RE: A. B. NETWORK CORP.

Gentlemen:

Please find enclosed Certificate of Incorporation for the above-named corporation together with copy. Please return the copy to me once the corporation has been filed.

I am also enclosing my check in the sum of \$70.00 to cover your filing fee and designation of Registered Agent. We do not require a certified copy of the Articles at this time.

Sincerely,



Suzanne M. Royal  
Secretary for MARCIA B. CABALLERO, ESQUIRE

Enclosures

*SPG*

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE OF INCORPORATION

OF

A. B. NETWORK CORP.

WE, the undersigned, do hereby associate ourselves together and subscribe this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be **A. B. NETWORK CORP.**

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Hundred (100) Shares of stock which shall be common stock of a par value of Five (\$5.00) Dollars per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of Five Hundred (\$500.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

THIS DOCUMENT PREPARED BY:  
MORALES, CABALLERO & MARTIN-LAVIELLE, P.A.  
MARCIA B. CABALLERO, ESQUIRE  
FLORIDA BAR NUMBER: 0778354  
2450 Southwest 137th Avenue  
Suite 221  
Miami, Florida 33175  
(305) 553-8020

## ARTICLE SIX

The principal office of the corporation shall be located at 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

## ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

## ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

### BOARD OF DIRECTORS

Name	Address
ADA BAIN	4540 Northwest 6th Street Miami, Florida 33126

### OFFICERS

Title	Name	Address
PRESIDENT	ADA BAIN	4540 Northwest 6th Street Miami, Florida 33126
VICE PRESIDENT		
SECRETARY	ADA BAIN	4540 Northwest 6th Street Miami, Florida 33126
TREASURER	ADA BAIN	4540 Northwest 6th Street Miami, Florida 33126

#### ARTICLE NINE

The names and post office addresses of each of the subscribers to this Certificate of Incorporation are:

Name	Address
MARCIA B. CABALLERO	2450 Southwest 137th Avenue Suite 221 Miami, Florida 33175

#### ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate and shall have all the general and additional powers now and hereafter conferred upon it by law.

#### ARTICLE ELEVEN

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to calls thereon until the whole thereof shall have been paid.

#### ARTICLE TWELVE


Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in this Certificate otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office: 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175.

The corporation does hereby designate MARCIA B. CABALLERO, 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175 as its Registered Agent.

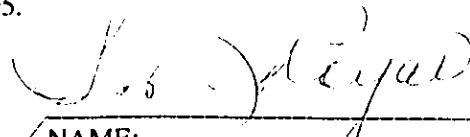
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal on this 27th day of January, 1995.

  
\_\_\_\_\_  
MARCIA B. CABALLERO

STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF DADE        )

Before me the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared MARCIA B. CABALLERO, to me personally known, and who after being by me first duly sworn, executed the foregoing Certificate of Incorporation, freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereto set my hand and official seal at Miami, said County and State, this 27th day of January, 1995.

  
\_\_\_\_\_  
NAME:  
NOTARY PUBLIC  
State of Florida at Large  
My Commission expires:  
Commission Number:



SUZANNE M ROYAL  
My Commission CC410367  
Expires Nov. 07, 1998  
Bonded by HAI  
800-422-1555

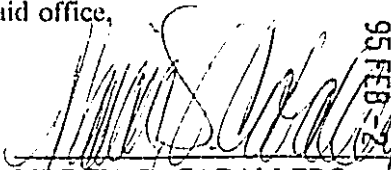
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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

First -- That **A. B. NETWORK CORP.**, desiring to organize under the Laws of  
the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City  
of Miami, County of Dade, State of Florida, has named **MARCIA B. CABALLERO**, located at  
2450 Southwest 137th Avenue, Suite 221, City of Miami, County of Dade, State of Florida, as  
its agent to accept service of process within this State.

**ACKNOWLEDGMENT:** (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation,  
at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply  
with the provision of said Act relative to keeping open said office,

  
**MARCIA B. CABALLERO**  
Registered Agent

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FILED  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS