

LAW OFFICES
TONY PORNPRINYA
1720 KENNEDY CAUSEWAY, SUITE 109
NORTH BAY VILLAGE, FLORIDA 33141
TELEPHONE (305) 868-8115
TELEFAX (305) 868-1078

March 1995

Department of State
Division of Corporations
P.O. Box 63
Tallahassee, FL 32301

RECEIVED
MAR 10 1995
TALLAHASSEE, FLORIDA

RE: American Business Consulting Group, Inc.

Dear Sir or Madam:

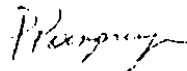
Enclosed you will please find an original and one (1) copy of the Articles of Incorporation of the above mentioned corporation and a check in the amount of \$122.50. The check covers the filing fee, designation of registered agent and a certified copy.

Please return the filed articles and the certified copies to this office:

Tony Pornprinya
Law Offices of Tony Pornprinya
1720 Kennedy Causeway, Suite 109
North Bay Village, FL 33141
(305) 868-8115

If there are any questions please call Tony at 305-868-8115. Thank you.

Sincerely,



Tony Pornprinya

PTP/fc

FILED
MAR 10 1995
TALLAHASSEE, FLORIDA

T. BROWN MAR - 7 1995

ARTICLES OF INCORPORATION
OF
AMERICAN BUSINESS CONSULTING GROUP, INC.

FILED
95 MAR -6 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME

The name of the corporation shall be:

AMERICAN BUSINESS CONSULTING GROUP, INC.
(the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9507 SW 160 Street, Suite 290
Miami, FL 33157

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand Shares of capital stock, \$0.01 par value.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Jason M. Halberg
9507 SW 160 Street, Suite 290
Miami, FL 33157

ARTICLE V
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Jason M. Halberg
9507 SW 160 Street, Suite 290
Miami, FL 33157

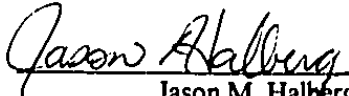
ARTICLE VI

The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

ARTICLE VII

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 pro rata share thereof at the price at which it is offered to others.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 1st day of March, 1995.


Jason M. Halberg
Incorporator and Initial
Registered Agent

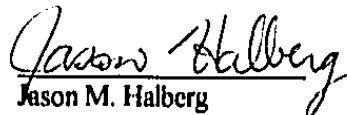
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 MAR -6 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
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 is:
AMERICAN BUSINESS CONSULTING GROUP, INC.
2. The name and address of the registered agent and office is:
Jason M. Halberg
9507 SW 160 Street, Suite 290
Miami, FL 33157

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


Jason M. Halberg