

79500024329

JULIO E. MAYORGA & COMPANY
9261 Seminole Boulevard
Seminole, Florida 34642

March 17, 1995

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-03/21/95--01106--008
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of ABACUS INTERNATIONAL, INC.,
to be filed, registered and certified by your office.

To wit, we have attached to this application, our check in the amount of \$122.50 to cover
the following service charges.

Filing Fees	\$ 35.00
Registered agent designation	52.50
Certified Copy	<u>35.00</u>
Total:	\$122.50
	=====

Please address your reply to Julio E. Mayorga, Care of Management Accounting & Tax
Consultants, 9261 Seminole Boulevard - Seminole, Florida 34642.

Thank your for your cooperation.

Sincerely,


Julio E. Mayorga

FILED
95 MAR 29 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3-16-95

~~789, 545, 634, 502, 671~~ 1

T. BROWN MAR 27 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

JULIO E. MAYORGA & COMPANY
9261 SEMINOLE BLVD.
SEMINOLE, FL 34642

SUBJECT: ABACUS, INTERNATIONAL, INC.
Ref. Number: W95000006304

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00012782

**ARTICLES OF INCORPORATION
OF**

ABACUS INTERNATIONAL, INC.

FILED
95 MAR 23 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

ARTICLE 1 NAME

3-16-95

The name of this Corporation is ABACUS International, Inc., an export management corporation constituted under chapter 607 Florida Statutes, identified and referred to as the Florida General Corporation Act.

ARTICLE 2 DURATION

This Corporation shall exist perpetually, commencing as of the date of the incorporators execution of these articles which has been delivered to the Secretary of State of Florida within five days of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3 PURPOSE

This Corporation is organized, and may engage in any activity or business permitted under the laws of the United States of North America and the State of Florida. This corporation shall conduct its business as a Small Domestic International Sales Corporation or IC-DISC as regulated under the provisions of and in accordance with sections 991-997 of the Internal Revenue code of The United States of North America of 1986, as amended from time to time under 26 U.S.C. 991-997. The officers of the corporation are hereby empowered to take any and all actions necessary to qualify the corporation as an IC-DISC.

ARTICLE 4 CAPITAL STOCK

This Corporation is authorized to issue 20,000 shares of US \$1.00 par value common stock under the provisions of Section 1244 of The United States Internal Revenue Code and therefore designates this issue as I.R.C. Section 1244 stock for purposes of qualification for its shareholders.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial and principal/registered office of this Corporation is 113 98th Avenue North, St. Petersburg, Florida 33702, and the name of the initial registered agent of this corporation is George A Alkire.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three directors. 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. The name and address of the initial directors of this Corporation are:

Walter Varney	#34 9100 46Th Street North Pinellas Park, Florida 34666
George A Alkire	113 98Th Avenue North St. Petersburg, Florida 33702
Hsinhan Wu	#34 9100 46Th Street North Pinellas Park, Florida 34666

ARTICLE 7: INITIAL OFFICERS

The name and address of the initial Officers of this Corporation are:

President Walter Varney	#34 9100 46Th Street North Pinellas Park, Florida 34666
Vice President Hsinhan Wu	#34 9100 46Th Street North Pinellas Park, Florida 34666
Secretary/Treasurer George Alkire	113 98Th Avenue North St. Petersburg, Florida 33702

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles are:

Walter Varney	#34 9100 46Th Street North Pinellas Park, Florida 34666
George Alkire	113 98Th Avenue North St. Petersburg, Florida 33702

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue, bears to the total number of shares of common stock then outstanding, exclusive of treasury shares.

This right is waived by any holder of common stock who does not exercise it and pay for the stock available for purchase pursuant to such pre-emptive rights, within thirty days of his/her receipt of a written notice from this Corporation stating the price, terms and conditions of the issue of new shares and inviting him/her to exercise his/her pre-emptive rights.

ARTICLE 10 : INDEMNIFICATION

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

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

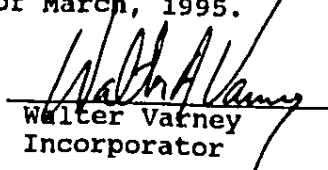
ARTICLE 13: AMENDMENT

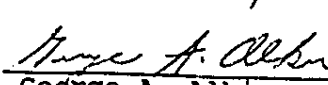
This Corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

IN WITNESS WHEREOF, The undersigned has executed these Articles of Incorporation this sixteenth day of March, 1995.


Walter Varney
Incorporator

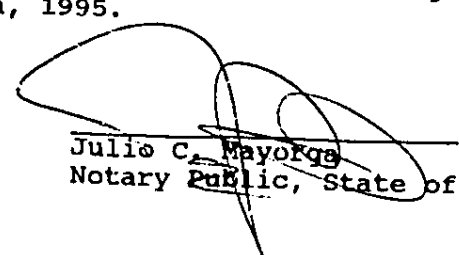

George A. Alkire
Registered agent

STATE OF FLORIDA

ss:

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this sixteenth day of March, 1995.


Julio C. Mayorga
Notary Public, State of Florida

NOTARY SEAL:

JULIO C. MAYORGA
Notary Public - State of Florida
My comm. expires Apr. 28, 1997
Commission No. CC 28117ⁿ



**Management Accounting
& Tax Consultants International**

P95000024329

August 05, 1997

Secretary of State
Amendment Section
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

200002260562--8
-08/07/97--01059--003
*****43.75 *****43.75

Dear Ms. Jackson:

Enclosed herewith, we are transmitting the application for Registration of Dissolution of ABACUS INTERNATIONAL, INC., a Florida Corporation, to be filed and certified by your office.

We are also enclosing a Check issued By Abacus International, Inc., for the amount of \$43.75 payable to Florida Department of State in payment of the filing fee and a certificate of dissolution.

Filing Fee	35.00
Certificate of dissolution	<u>8.75</u>
Total enclosed	<u>43.75</u>

97 AUG -7 AM 10:18

SECRET
DIVISION

Please address your reply by mail to Abacus International, Inc. in care of the undersigned at 9261 Seminole Boulevard N., Seminole, FL 33772.

Sincerely,


Julia E. Mayorga, EA

/daj

Enclosures

Voldis

AUG 15 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -7 1:10:18

ARTICLES OF DISSOLUTION

Abacus International, Inc.

Pursuant to section 607.1403, Florida Statutes, the undersigned corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Abacus International, Incorporated.

SECOND: The date dissolution was authorized: July 31, 1997

THIRD: Adoption of Dissolution (Check One)

☒ Dissolution was approved by the shareholders.
The number of votes cast for dissolution was
sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

(The following statement must be separately provided
for each voting group entitled to vote separately on
the plan to dissolve)

The number of votes cast for dissolution was sufficient for approval in person by all shareholders.

Signed this 5th day of August, 1997.

Abacus International, Inc.

BY: *Greg Albini*
Secretary