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KURZBAN KURZBAN AND WEINGER P.A.

PLAZA 2650  
2650 S.W. 27th AVENUE  
SECOND FLOOR  
MIAMI, FLORIDA 33133

TELEPHONE (305) 444-0060

TELECOPIER  
(305) 444-3503

March 22, 1995

Florida Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

500001441075  
-03/28/95--01037--019  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
for ABS OF SOUTH FLORIDA, INC.

Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for the above-titled corporation, as well as our check in the sum of \$122.50 representing the filing fee for same. Please file the Articles and return the certificate of incorporation to our office in the enclosed self-addressed, stamped envelope.

Should you have any questions please do not hesitate to contact me.

Sincerely,

KURZBAN KURZBAN AND WEINGER, P.A.

By:

*Mercy Alcaraz-Vives*  
MERCY ALCARAZ-VIVES  
Paralegal

mav  
enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 PM 10:12

KW 3-29

*[Handwritten signature]*

**ARTICLES OF INCORPORATION  
OF  
ABS OF SOUTH FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 MAR 27 PM 10:12

I, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE ONE**

The name of the Corporation shall be:  
ABS OF SOUTH FLORIDA, INC.

**ARTICLE TWO**

This Corporation shall commence its existence on the 22nd day of March, 1995 and shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized includes the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

**ARTICLE THREE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE FOUR**

Characteristics of such stock shall be as follows:  
Capital Stock authorized: 500 shares  
Par Value Thereof: \$1.00

**ARTICLE FIVE**

The amount of capital with which this Corporation shall begin business will not be less than Five Hundred Dollars (\$500.00).

**ARTICLE SIX**

The street address of the principal office is: 9677 SW 138 Avenue, Miami, Florida 33186.

The name and address of its initial registered agent is:  
MARVIN Kurzban, Esq., 2650  
Southwest 27th Avenue, Second Floor, Miami, Florida 33133.

**ARTICLE SEVEN**

The Corporation shall have one (1) Director.

ARTICLE EIGHT

The name and addresses of the Officers and first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are:

NAME:

ADDRESS:

SANFORD COHEN  
President, Treasurer, Director

9677 SW 138 Avenue  
Miami, Florida 33186

ARTICLE NINE

The name and address of the subscriber to the Certificate of Incorporation is:

MARVIN KURZBAN, ESQ. 2650 S.W. 27th Avenue Miami, Florida 33186

ARTICLE TEN

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

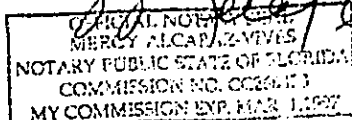
I, THE UNDERSIGNED, being the original subscriber to the capital stock herein above-named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock herein above set forth, and seal this 22 day of March, 1995.

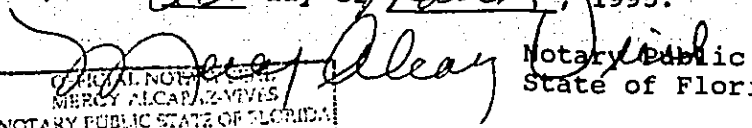
  
MARVIN KURZBAN

STATE OF FLORIDA     )  
                              : SS  
COUNTY OF DADE     )

BE IT REMEMBERED that on this 22 day of March, 1995 personally appeared before me MARVIN KURZBAN, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged such Certificate to be the free and voluntary act and deed of her and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22 day of March, 1995.



  
Notary Public  
State of Florida at Large

ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.325.

  
MARVIN KURZBAN

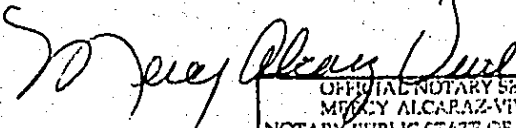
STATE OF FLORIDA )

: ss

COUNTY OF DADE )

BE IT REMEMBERED that on this 22 day of March, 1995 personally appeared before me that MARVIN KURZBAN, ESQ., party to the above Acceptance of Appointment, known to me personally to be such, and acknowledged such Acceptance to be the free and voluntary act and deed of him and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22 day of March, 1995.

 Notary Public

State of Florida at Large

OFFICIAL NOTARY SEAL  
MIGUEL ALCARAZ-VIVES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC266173  
MY COMMISSION EXP. MAR. 1, 1997

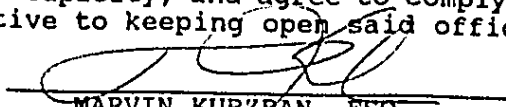
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First -- That ABS OF SOUTH FLORIDA, 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, County of Dade, State of Florida, has named MARVIN KURZBAN, ESQ., located at 2650 SW 27th Avenue, 2nd Floor, Miami, Florida 33133, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

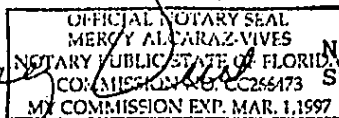
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
MARVIN KURZBAN, ESQ.

STATE OF FLORIDA       )  
                              : ss  
COUNTY OF DADE       )

BE IT REMEMBERED that on this 22 day of March, 1995 personally appeared before me MARVIN KURZBAN ESQ., the party to the foregoing Acknowledgement, known to me personally to be such, and acknowledged such Acknowledgement to be the free and voluntary act and deed of him and that the facts herein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22nd day of March, 1995.



Notary Public  
State of Florida at Large