

TRANSMITTAL LETTER
P95000033476

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

600001462546
-04/21/95--01075--002
*****78.75 *****78.75

SUBJECT: ABACUS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

Technologies Inc
FROM:

EVELIO ZURIARRAIN

Name (printed or typed)

12241 SW 118TH TERRACE

Address

MIAMI, FL. 33186

City, State & Zip

(305) 870-7085

Daytime Telephone number

H. SIMS APR 28 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ABACUS TECHNOLOGIES, INC.

FILED
MAR 28 1987
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

WE, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is ABACUS TECHNOLOGIES, INC. and its principal place of business shall be at 12241 Southwest 118 Terrace, Miami, Florida 33186.

ARTICLE II

DURATION

This corporation shall have a perpetual existence, unless discontinued by agreement of the board of directors, or dissolved by the Florida Secretary of State; and shall commence business upon registering this Articles of Incorporation.

ARTICLE III

PURPOSE

The corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporation may be organized under this Act, including but not limited to:

A. Management, ownership and operation of a computer type business, including but not limited to the retail and wholesale of computer components, parts, accessories (of what ever kind and nature), software including CD type "software".

B. Operation of retail and wholesale booths, kiosks, shopping centers and concessionary stands.

C. Enter into any lawful arrangement for sharing profits, union interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.

D. Engage in the business activity of owning and leasing real estate and equipment, either as owner, partner or under representation of another.

E. Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or

other securities, including, without limitations, any shares of stocks, bonds debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

F. do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation and to do said acts as fully and to the same extent as natural person might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

G. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of

Florida and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV
STOCK OWNERSHIP

The initial number of shares which this corporation shall be authorized to issue are 100 shares of \$1.00 per share value. The initial allocation of shares, and the percentage of corporate ownership shall be as follows:

Evelio Zuriarrain	50 shares	50% ownership
Christopher Bourne	50 shares	50% ownership

ARTICLE V
CAPITALIZATION

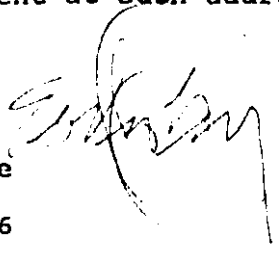
This corporation will not commence business until consideration of a value of at least \$100.00 has been received for the issuance of shares.

ARTICLE VI
INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office

and the name of its original registered agent at such address is:

Evelio Zuriarrain
12241 S.W. 145 Avenue
Miami, Florida 33186



The Registered agent accepts this designation by this signature above.

ARTICLE VII
DIRECTORS\INCORPORATORS

The number of Directors constituting the initial Board of Directors and incorporators of this corporation are two. The name and address of the person who is to serve as Director until the first annual meeting of stockholders or until his successor's elected and qualify is:

Christopher Bourne
1900 S.W. 104 Street - Apt # 326
Miami, Florida 33176

Evelio Zuriarrain
12241 S.W. 118 Terrace
Miami, Florida 33186

The member(s) of this initial Board are also the original incorporators and subscribers to these Articles of Incorporation.

ARTICLE VIII
CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed and the new By-Laws made by the stockholders.

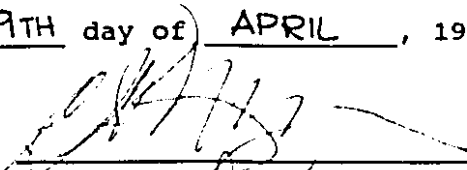
ARTICLE IX
COMMON DIRECTORS
TRANSACTIONS BETWEEN CORPORATIONS

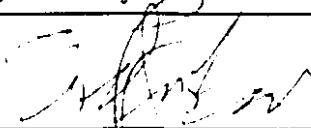
No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interest, shall be either void or voidable, (a) because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or are part of a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize,

approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes, approves or ratifies such contract(s) or transaction(s).

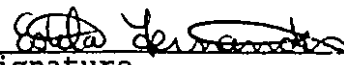
The undersigned incorporators have executed these Articles of Incorporation as of this 19TH day of APRIL, 1995.





STATE OF FLORIDA)
:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of April, 1995 by C. Bourne, who is personally known to me or who has produced Fl. Driver License as identification and who did (did not) take an oath.


Signature
Name: Estela Fernandez
Title: _____

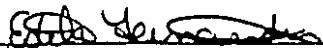


ESTELA FERNANDEZ
COMMISSION # CC 405054
EXPIRES NOV 13, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this
19th day of April, 1995 by E. Zuriarrain, who
is personally known to me or who has produced (Personally Known)
as identification and who did (did not) take an oath.


Signature
Name: Estela Fernandez
Title: _____



ESTELA FERNANDEZ
COMMISSION # CC 405054
EXPIRES NOV 13, 1998
BONDED THRU/
ATLANTIC BONDING CO., INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: ABACUS TECHNOLOGIES, INC

2. The name and address of the registered agent and office is:

EVELIO ZURIARRAIN

(Name)

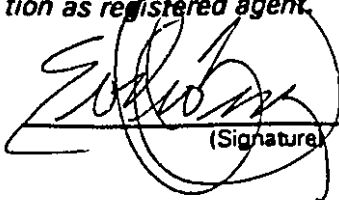
12241 S.W. 118TH TERRACE

(P.O. Box or Mail Drop Box **NOT** acceptable)

MIAMI, FL. 33180

(City/State/Zip)

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.


(Signature)

4/19/95
(Date)

FILED
MAR 28 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA