

JAN-01-1996 01:39 P.V.
PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAIL STREET
TALLAHASSEE, FL 32399 MIAMI FL 33135-
FAX: (904) 922-4000 CONTACT: RAY STORMONT
541-3770 PHONE: (305) 541-0304
(((H96000000019))) FAX: (305)

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ABBY CORPORATION
FAX AUDIT NUMBER: H96000000019
DATE REQUESTED: 01/02/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:42:47
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072460003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000000019)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>: 1/02/96
S 9:42
Help F1 Option Menu F2
FLORIDA DIVISION OF CORPORATIO
NUM Connect: 00:03:5

Handwritten signature and date: 1/3/96

Handwritten signature: NA
FILED
96 JAN -2 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
JAN -2 AM 11:07
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

January 2, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ABBEY CORPORATION
REF: W96000000050

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E96000000019
Letter Number: 896A00000084

W96000000019

ARTICLES OF INCORPORATION

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the State of Florida providing for the formation, liability, rights privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

ABBY TRADING CORPORATION

ARTICLE II

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

ARTICLE III

The maximum shares of a stock, with \$1.00 par value that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business not be less than FIVE HUNDRED (\$500.00) dollars.

ARTICLE V

This corporation is to have perpetual existence.

Ramsen Professional Services
5849 W. Flager Street
Miami, Florida 33144
Phone: (305) 261-3225
Esther F. Alvarez, Accountant

FILED
55 JAN -2 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000000019

H96000000019

ARTICLE VI

The Principal office of this corporation shall be:

3362 SW 27th STREET
MIAMI, FLORIDA 33133

ARTICLE VII

The number of the Board of the Directors of the corporation shall not be less than one person. The names and Post Office addresses of the first Board of Directors, who are subject to the provisions of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall be duly qualified, are:

JOSE R DE LA CAMPA
3362 SW 27th STREET
MIAMI, FLORIDA 33133

PRESIDENT

ARTICLE VIII

The names and post office addresses of each subscriber to the Certificate of Incorporation are as follows:

JOSE R DE LA CAMPA
3362 SW 27th STREET
MIAMI, FLORIDA 33133

H96000000019

H9600000019

ARTICLE IX

No contract or other transaction between this corporation and any other corporation shall be effected or invalidated by the fact that anyone or more of the Directors of this corporation is or are interested in, or is a Director or Officer of, or are Directors or Officers of such other corporation.---

The corporation shall have the further right and power to, from time to time determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this corporation, other than the stock book, or any them, shall be open to the inspection of the stock holders, and no stockholders shall have any rights of inspection any account book or document of this corporation, except as conferred by statute, unless authorized by resolution of the stockholders or Board of Directors.

The corporation, in its By-Laws, confers powers upon its Board of Directors of Officers, in addition to the powers authorized and expressly conferred by statute. Both Stockholders and directors shall have the power, if the By-laws so provide, to hold the respective meeting and to have one or more offices, within or without the State of Florida, and to keep the books of this corporation subject to the provisions to the statute outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by herein or granted subject to this reservation.

ARTICLE X

The corporation shall have power to purchase or otherwise acquire, directly and/or through ownership of a stock in any corporation, all or any part of the business, goodwill, rights, properties and assets of any individual, and to pay for the same in cash with the stock of this corporation, bonds or the otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting of such business.

To enter into general general partnerships, limited partnerships (whether the corporation be a limited or general partnership) joint ventures, syndicates, pools, associations and others arrangements for carrying on one more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

H9600000019

H96000000019

We the undersigned, being each and all of the original subscribers 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 and acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true, and do respectively to abide by the Articles as herein stated.

Subscribed at Miami, Dade County, Florida, this 2nd days of January 1996.

José R de la Campa
JOSE R DE LA CAMPA-President

STATE OF FLORIDA)

COUNTY OF DADE)

ISS

Before me, the undersigned authority, duly to administer oaths and receive acknowledgements, personally appeared:

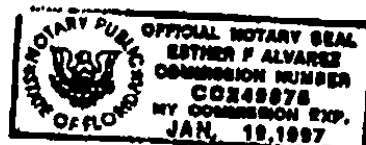
----- JOSE R DE LA CAMPA -----

who, after being duly sworn by me, depose and say that they signed the above and foregoing Certificate of Incorporation for the purposes therein set forth.

Witness my hand and official seal at Miami, Dade County, Florida, this 02nd days of January 1996.

Esther F Alvarez
Notary Public-State of Florida
at Large .-

H96000000019



H96000000019

**CERTIFICATE DESIGNATING CHANGE OF PLACE BUSINESS OF DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.**

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

That : ABBY TRADING CORPORATION

**is qualified to do business under laws of th State of Florida ,with its principal
office at:**

**3362 SW 27th STREET
MIAMI, FLORIDA 33133**

And has appointed:

**JOSE R DE LA CAMPA
3362 SW 27th STREET
MIAMI, FLORIDA 33133**

As its agent to accept services of process within this State.

**FILED
96 JAN -2 PH 3: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ACKNOWLEDGEMENTS

Having been named to accept service of process for the above stated corporation
at the place designated in the 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.

Jose R de La Campa
**JOSE R. DE LA CAMPA
AGENT**

H96000000019