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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000000579))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ABL SYSTEMS, INC.

FAX AUDIT NUMBER: H96000000579

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/11/1996

TIME REQUESTED: 16:17:20

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA
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R.A. St. Adg
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25 JAN 12 AM 7:52

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ARTICLES OF INCORPORATION OF

ABL SYSTEMS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **ABL SYSTEMS, INC.**

ARTICLE II. NATURE OF BUSINESS

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time are **ONE-HUNDRED (100)** shares of common stock without nominal or par value.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just value to be fixed by the Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be no less than **Five-Hundred (\$500.00)** Dollars.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is **P.O. Box 5102, Titusville, FL. 32783-5102** and the name of the registered agent is **Neil J. Buchalter, 1053 Cheney Hwy., Titusville, FL. 32780.**

Prepared by: **NEIL J. BUCHALTER, ESQ.**
P.O. Box 5087
TITUSVILLE, FL. 32783-5087
407-636-9803
FBN. 295647

65 JAN 16 PM 12:40
SECRET
TALLAHASSEE, FLORIDA

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ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, but shall never be less than one (1).

ARTICLE IX. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

Anthony Foale
1615 Dixie Way
Melbourne, FL. 32935

ARTICLE X. SUBSCRIBERS

The names and post office addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agree to take are:

Anthony Foale
1615 Dixie Hwy.
Melbourne, FL. 10 shares

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

ARTICLE XII. TRANSFER OF STOCK

The shareholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitations upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase

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upon the shareholders as condition precedent to the sale of other stock and such agreements shall be valid and this corporation may join as a party thereto.

ARTICLE XIII. TRANSFER OF ASSETS

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises, or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deem, meet and expedient and as authorized by an affirmative vote of shareholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided, however that no vote or consent of shareholders shall be necessary for a transfer of assets by way of a mortgage, trust, or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF I have hereunto set my hand and seal this 11th day of January, 1996.


ANTHONY FEOLE

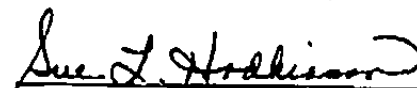
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME personally appeared ANTHONY FEOLE the person described herein and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 11th day of January, 1996.

My Commission Expires:

Sue L. Hodkinson
Notary Public, State of Florida
Commission No. CC 406251
My Commission Expires 11/27/98


NOTARY PUBLIC, State of Florida
at Large.

ACCEPTANCE OF REGISTERED AGENT.

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


NEIL J. BUCHALTER

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95 JAN 16 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 5, 1997

ABL SYSTEMS, INC.
POST OFFICE BOX 5102
TITUSVILLE, FL 32783-5102

SUBJECT: ABL SYSTEMS, INC.
Ref. Number: P96000004560

Debit Memo #: 8897-C

This is to inform you that check #1011 in the amount of \$521.25 submitted with the annual report for ABL SYSTEMS, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$547.31 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 5, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 397A00030492

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for ABL SYSTEMS, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 18, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000004560.

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Nineteenth day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State