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FILED

ABE & MANNY'S MOVING SERVICE
1212 53rd STREET, STE A
WEST PALM BEACH, FL. 33407

96 APR 10 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APRIL 9, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES STREET
TALLHASSEE, FL 32399

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****122.50 ****122.50

RE: ABE & MANNY'S MOVING SERVICE, INC.

DEAR SIR OR MADAM:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION FOR FILING FOR
THE ABOVE-REFERENCED COMPANY.

ENCLOSED IS MY CHECK IN THE AMOUNT OF \$122.50 REPRESENTING
YOUR FILING FEE AND A CERTIFIED COPY FOR MYSELF.

SHOULD YOU HAVE ANY QUESTIONS, PLEASE CALL THE UNDERSIGNED AT
407-747-9905. THANK YOU.



STUART CLARKE

BA 4/16/96

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96 APR 10 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ABE & MANNY'S MOVING SERVICE, INC.

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby form a corporation for profit 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 I

NAME OF CORPORATION

The name of the Corporation shall be:

ABE & MANNY'S MOVING SERVICE, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The Corporation existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

This Corporation is organized for the purpose of and may engage in or transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

POWERS

This Corporation shall have all such powers as may be

permissible to corporations under the laws of the State of Florida and all powers necessary or desirable to accomplish the purposes and businesses of the Corporation as hereinabove set forth in Article III.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock, designated as Common Stock. The maximum number of shares of Common Stock that this Corporation is authorized to have outstanding at any one time shall be 100,000 shares of Common Stock having the par value of \$0.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of the Common Stock shall not have preemptive rights to subscribe to the Corporation's securities. Further, all outstanding shares of Common Stock shall be identical and shall entitle the Holders thereof to the same rights and privileges.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Offices of this Corporation in the State of Florida is:

1212 53rd Street, Ste A
West Palm Beach, Fla 33407

and the name of its Registered Agent at such address is:

Stuart Clarke

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or decreased, from time to time, in the manner provided in the By-Laws of the Corporation.

The names and street addresses of the initial Directors of the Corporation who shall hold office for the first year or until their successors are elected and qualified shall be:

NAME

ADDRESS

Stuart Clarke

1212 53rd Street, Ste A
West Palm Beach, Fla 33407

with the principal offices of the Corporation being at:

1212 53rd Street, Ste A, West Palm Beach, Fla 33407

ARTICLE VIII

INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Stuart Clarke

1212 53rd Street, Ste A
West Palm Beach, Fla 33407

ARTICLE IX

AMENDMENT TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation or any amendment thereto. Further, these Articles of Incorporation may be amended by the manner prescribed by the laws of the State of Florida.

ARTICLE X

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, the incorporator, any director, officer, employee or agent of the Corporation, or any former director,

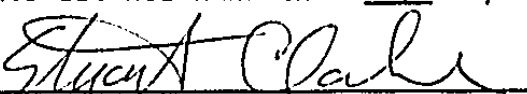
officer, employee or agent of the Corporation, or any person who at the request of the Corporation was or is serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XII

GENERAL PROVISION

This Corporation shall at the first meeting of the Directors, after issuance of the Charter by the State of Florida, duly formulate and adopt By-Laws and such other regulations of business and conduct other affairs of the Corporation, in such other provisions as they may determine necessary for creating, guiding, limiting and regulating the powers of the Corporation, the Directors and Stockholders, including provisions governing issuance of stock and stock certificates, provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the sole incorporator hereinbefore named, for the purpose of forming a Corporation for profit pursuant to the General Corporation Act of the State of Florida, does make this Certificate of Incorporation, hereby declaring and certifying that this is his act and deed and that the facts herein stated are true and, accordingly, has hereunto set his hand this 9 day of April, 1996.


Stuart Clarke - Sole Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me an officer duly authorized to take acknowledgments and administer oaths, in the State and County set forth above, personally appeared STUART CLARKE, known to me to be the person whom executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the uses and purposes therein set forth.

In witness whereof, I have hereunto set my hand and official seal in the State and County aforesaid this 9th day of April, 1996.

My Commission Expires:



G. Leah Poje
MY COMMISSION # C0841162 EXPIRES
March 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public

FILED

96 APR 10 PM 12:11

CERTIFICATE OF REGISTERED AGENT
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ABE & MANNY'S MOVING SERVICE, INC.

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Abe & Manny's Moving Service, 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 West Palm Beach, Florida, has named Stuart Clarke, located at 1212 53rd Street, Ste A, West Palm Beach, Fl., 33458, as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act and the provisions of Chapter 48.071, Florida Statutes, relating to keeping open said office.

Dated this 9 day of April, 1996.


Stuart Clarke - Registered Agent