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NAME: ABL MANAGEMENT, INC.

FAX AUDIT NUMBER: H96000008167

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June 12, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: ABL MANAGEMENT, INC.**  
**REF: W96000012471**

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

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**Corporate Specialist**

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Prepared By:  
 Neil Buchhalter, Esq.  
 FDN. 295647  
 1053 Cheney Hwy.  
 Titusville, FL 32780  
 407-269-1656

## ARTICLES OF INCORPORATION

OF

## ABL MEDICAL MANAGEMENT, 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 MEDICAL MANAGEMENT, 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.

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Articles of Incorporation  
Page 2.

#### 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 Feole  
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 Feole  
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

JUN-20-1996 10:42 FROM

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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

Articles of Incorporation  
Page 3.

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 20 day of June, 1996.


  
ANTHONY FROLE

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME personally appeared ANTHONY FROLE the person designated 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 20 day of June, 1996.

My Commission Expires:

  
OFFICIAL SEAL  
Notary Jay Buchalter  
My Commission Expires  
June 18, 1998  
NOTARY PUBLIC, State of Florida  
at Largo.

**ACCEPTANCE OF REGISTERED AGENT.**

Articles of Incorporation  
Page 4.

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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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