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MEMO

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JULY 3, 1996

TO: Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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-07/09/96--011057--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FROM: Stanley A. Lamb  
12855 S.W. 136 Avenue Ste. 215  
Miami, Fl. 33186

Ref: "New Filing" for ABINGDON HOLDINGS, INC.

Enclosed please find the original and two copies of the Articles of Incorporation of "Abingdon Holdings, Inc.", along with \$70.00 to cover the filing cost. Please date stamp and return one copy for our records. In the future, we will undoubtedly need a certified copy, however our election is to wait until that time, to request it.

Thank you for your assistance in advance.

Sincerely,

*Stanley A. Lamb*

Stanley A. Lamb

7-10-96  
TD

## 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, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

### ARTICLE ONE

#### NAME

The name of the corporation shall be:

ABINGDON HOLDINGS, Inc.

### ARTICLE TWO

#### PURPOSE

This corporation may engage in any activity or business permitted under the Laws of the United States of America and the Laws of the State of Florida.

### ARTICLE THREE

#### TERM OF EXISTENCE

This corporation shall have a perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which the corporate existence shall begin is: Date of Incorporation.

### ARTICLE FOUR

#### MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$500.00), or such greater amount as may be required by law.

### ARTICLE FIVE

#### NUMBER OF DIRECTORS

This corporation shall at all times have at least one (1) director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the corporation shall at all times have the minimum of one (1) Director.

## ARTICLE SIX

### CLASSES OF DIRECTORS

The by-laws of this corporation may provide that the directors be divided into two or more classes, whose term of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one fourth (1/4) in number of the directors shall be elected annually.

## ARTICLE SEVEN

### AMENDMENTS

These Articles of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

## ARTICLE EIGHT

### CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

- a. Designation: The stock of this corporation shall be known as **Common Stock.**
- b. Authorized: The maximum number of Shares of Common Stock that this corporation may issue is: **One Hundred Thousand (100,000) Shares.**
- c. Par Value: Each Share of Common Stock shall have the par value of: **One Cent (\$0.01) par value.**
- d. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- e. Non-assessability: Each Share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be **fully paid and non-assessable.**
- f. Voting Rights: **Each Share** of Common Stock shall entitle the record holder thereof to **one (1) vote** upon each proposal presented at meetings of the stockholders of the Corporation.
- g. Cumulative Voting: No holder of Common Stock shall be entitled to any right of Cumulative Voting.

- h. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- i. Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

## ARTICLE NINE

### SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence the required percentage shall be as follows:

1. Amendments of these Articles of Incorporation;  
Required Percentage - Fifty One Percent (51%).
2. Sale, Lease or Exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation;  
Required Percentage - Fifty One Percent (51%).
3. Merger or Consolidation of this corporation into or with any other corporation;  
Required Percentage - Fifty One Percent (51%).
4. Voluntary Dissolution of this corporation;  
Required Percentage - Fifty Percent (50%).

### PREEMPTIVE RIGHTS

No holder of stock of any class of this corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of by the Board of

Directors to such persons, firms, corporations, or associations, and upon such terms as the Board of Directors may in their absolute discretion determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

#### ARTICLE TEN

##### STOCKHOLDERS AND DIRECTORS

The name and address of the stockholders and directors are as follows:

NAME-ADDRESS	OFFICE	SHARES	PAR VALUE
Stanley A. Lamb 12855 S.W. 136 Ave. # 215 Miami, Florida 33186	President	25,000	\$ 0.01
Shirley Lamb 12855 S.W. 136 Ave. # 215 Miami, Florida 33186	Sec./Treas.	25,000	\$ 0.01

#### ARTICLE ELEVEN

##### REGISTERED AGENT

The registered agent and the registered office of this Corporation shall be:

**Stanley A. Lamb**  
**12855 S.W. 136 Ave. # 215**  
**Miami, Florida 33186**



Stanley A. Lamb

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Abingdon Holdings, Inc. deciding 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 Miami, County of Dade, State of Florida, has named:

STANLEY A. LAMB as its agent to accept service of process within this state.

STANLEY A. LAMB having been named to accept service of process for the above stated corporation at the place designated in this his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this Corporation. The Corporation may change its principal office at any time.

SUBSCRIBER/DIRECTOR - STANLEY A. LAMB

SUBSCRIBER/DIRECTOR - SHIRLEY LAMB

STREET ADDRESS:/ PRINCIPAL OFFICE: 12855 S.W. 136th Avenue, Suite 215  
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned subscribers do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the Laws of the State of Florida.

Date: July 3, 1996

SUBSCRIBER:

  
STANLEY A. LAMB

SUBSCRIBER:

  
SHIRLEY LAMB