

P96000063882

COVER RETURN

NAME OF CORPORATION: A.B.A. INTERNATIONAL OF SOUTH FLORIDA, INC.

NAME OF INCORPORATOR: JOAO WALDECK

AMOUNT ENCLOSED: \$ 78.75 FOR ARTICLES AND CERT OF STATUS

PLEASE MAIL TO

DOMINGO ALONSO  
301 ALMERIA AVE STE 220  
CORAL GABLES, FL 33134  
PH: (305) 4483898

700001907597  
-07/30/96--01039--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
96 JUL 29 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 31 1996

BSB

**ARTICLES OF INCORPORATION  
OF  
A.B.A. INTERNATIONAL OF SOUTH FLORIDA, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be: A.B.A. International of South Florida, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

14 NE 1st Avenue Ste 1102  
Miami, FL 33122

**ARTICLE III- NATURE OF CORPORATE BUSINESS**

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

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND ( 1000) shares of common stock having ONE DOLLAR ( \$1.00) PAR VALUE

**ARTICLE V - INITIAL REGISTERED AGENT**

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Domingo Alonso  
301 Almeria Avenue, Suite 220  
Coral Gables, FL 33134

**ARTICLE VI - BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

ARTICLES OF INCORPORATION  
PAGE TWO

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

President  
Joao P. Waldeck  
9001 Wiles Road  
Coral Springs, FL 33067

Vice President  
Maria R. Waldeck  
9001 Wiles Road  
Coral Springs, FL 33067

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

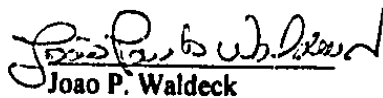
ARTICLE IX - INCORPORATOR(S)

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

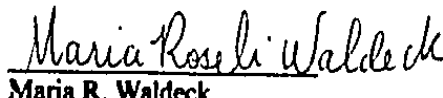
Joao P. Waldeck  
9001 Wiles Road  
Coral Springs, FL 33067

Maria R. Waldeck  
9001 Wiles Road  
Coral Springs, FL 33067

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
Joao P. Waldeck

President  
State of Florida

  
Maria R. Waldeck

Vice President  
State of Florida

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PAGE THREE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

*Joao Waldock and Maria Waldock*  
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *they* executed said Article of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this *25*  
day of *Aug. 19 91*

*Pilar P. Alonso*

NOTARY PUBLIC, State of Florida

My commission expires:



PILAR P. ALONSO  
My Commission CC247 88  
Expires Jan. 20, 1998

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

*[Signature]*

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