

(((1196000012962 2)))

:01 DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT PHONE: (305)541-3694

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NAME: ABIFRAN, INC.

AUDIT NUMBER..... 1196000012962

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

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ABIFRAN, INC.

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the General Corporation Act of the State of Florida, do hereby certify as follows.

ARTICLEL

NAME.

The name of this corporation is: ABIFRAN INC.

ARTICLE II

PURPOSE

The general nature of the business to be transacted by this corporation shall be:

- A) Business & Salos Administration Consulting.
- B) To Purchase, exchango, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and tranchises as may lawfully be purchased, exchanged, hired, or acquired.

JOHN M. MACDANIEL, P.A. ONE HISCAYNE TOWER, SUITE 2975 TWO SOUTH EISCAYNE BLVD. MIAMI, FLORIDA 33131 / FLORIDA BAR # 200832/(305) 374-0700

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- C) To erect, construct, maintain, improve, rebuild, anlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mill, shops, factories, machinery and plants, and any and all structures and exections which may at any time necessary, useful, or advantageous in the judgment of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.
- D) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise encumber the lands,
- E) To berrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security and to loan and advance money upon mortgages on personal or real property or on either of them.
- payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any facts or things incidents to or proper in connection with the carrying on of the business of the corporation.
- mortgage, plodge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidence of indebtedness of any corporation domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the

right to vote thereon, and to take in exchange therefore its own stock, bonds and other obliquations.

- improve or divelop all or any of the business, good will, rights, essents or liabilities of any person, firm, association of corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of these Articles of Incorporation.
- I) To all such acts and things as are incident or conducive to the premises.
- in all its Franches in the State of Florida, or in any other State or States or territories of the United States, or in the District of Colombia, and the dependencies of the United States of in formign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of said corporation, or to promote any of the subjects or objects for which the corporation if formed.
 - K) The foregoing enumeration of any or all or a combination of either of the specific powers lettered a) through j) both inclusive, shall not be held to limit or restrict in any manner the general powers of the corporation and therefore, the corporation my engage in any lawful act or activity for which corporations may be

organized under the General Corporation Act of the State of

ARTICLE III

DUNATION

This Corporation shall have perpetual existence.

ARTICLE IY

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares, \$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services actually performed for the corporation, at just valuation to be fixed by the stockholders or by the birectors at a meeting called for such purposes.

ARTICLE Y

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One Biscayne Tower, Suite 2975 - Two South Biscayne Bouleward, Miumi, Florida, 33/31, and the name of the initial registered agent of this corporation at that address is John M. MacDaniel, Esquire.

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ARTICLE YI

BOARD OF DIRECTORS

This comporation shall have NO Director initially. The number of directors may either increased or diminished form time to time by the Hy-laws, but shall never be less than one.

<u>ARTICLE VII</u>

OFFICERS

The Corporation shall have a President, and may also have one or more additional Vice-Presidents, Assistant Secretaries, and Assistant Treasures, and such other officers and agents as may deemed necessary.

Manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws. The same person may hold two or more offices.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

JOHN M. MACDANIEL, ESOUIRE
One Biscayne Tower Suite 2975
Two South Biscayne Blvd.
Miami, Florida 33131

ARTICLE IX

<u>AMENDMENTS</u>

The Corporation reserves the right to smend, after, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Statutes, and all rights conferred upon stockholders herein are quanted subject to this reservation.

<u>ARTICLE X</u>

PRINCIPAL DEFICE

At present, the principal office of the corporation is: Two South Biscayne Rivd., Suite 2975 - Miami, Florida - 33131.

executed these Articles of incorporation this ______ day of _____, 1996.

JOHN M. MACDANIEL ESQUIRE

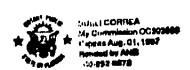
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STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a Notary Public duly authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN M. MACDANIEL, P.A., before me and known by me to be the person who executed the foregoing articles of incorporation and he acknowledged before me that he executed those articles of incorporation.

NOTARY PUBLIC, State of Florida

My Commission Expires:



Personally Known OR Produced Identification ______
Type of Identification Produced______

.,

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM PROCESS MAY BE SERVED.

in pursuance of Chapter 48,091, Florida Statutes, the following to submitted in compliance with said Act:

First that: ABIFRAN. 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 county of DADE, State of Florida, has named John M. MacDaniel, Esquire, located at. One Biscayne Tower, Suite 2975, Two South Biscayne Boulevard, Miami, Florida, as its Registered Agent to accept service or process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accupt to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

JOHNM. MACHANIEL, Esquire

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