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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ABANO FINANCIAL CORPORATION

AUDIT NUMBER.....H96000016856

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

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 2, 1996

EMPIRE

SUBJECT: ABANO FINANCIAL CORPORATION  
REF: W96000025175

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ARTICLES OF INCORPORATION  
FOR

ABANO FINANCIAL CORPORATION

H96000016856  
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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Abano Financial Corporation.

ARTICLE II

The initial atreet address of the corporation's principal office is 192 Westbury Lane, Deerfield Beach, Florida 33442.

ARTICLE III

The total number of shares of capital stock which the corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin is not less than \$500.00.

Steven B. Greenfield, Esq.  
Fla. Bar. No.: 897530  
7000 W. Palmetto Park Road  
Suite 402  
Boca Raton, FL 33433  
(561) 392-6391

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ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

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 VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the member of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Sofia Grunberg                      192 Westbury Lane  
Deerfield Beach, FL 33442

ARTICLE VIII

The name and address of the incorporator is:

Sofia Grunberg                      192 Westbury Lane  
Deerfield Beach, Florida 33442

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

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Sofia Grunberg

192 Westbury Lane  
Deerfield Beach, Florida 33442

ARTICLE X

The Corporation shall have the power and authority to indemnify any officer or any shareholder or any former officer or shareholder to the fullest extent permitted by law.

ARTICLE XI

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders in proportion to the number of shares of stock in the corporation which each shareholder then owns.

ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, is as follows:

PRESIDENT/TREASURER:

Sofia Grunberg  
192 Westbury Lane  
Deerfield Beach, Florida 33442

SECRETARY:

Steven B. Greenfield  
7000 West Palmetto Park Road  
Suite 402  
Boca Raton, Florida 33433

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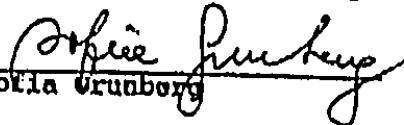
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IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Deerfield Beach, Broward County, Florida, on this 11<sup>th</sup> day of August, 1996.

  
Sofia Grunberg

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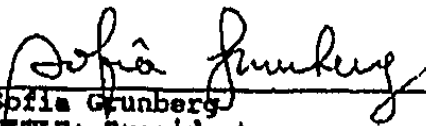
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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED  
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

In compliance with Section 40.091, Florida Statutes, the following is submitted:

That Abano Financial Corporation, desiring to organize or qualify under the laws of the State of Florida has named Steven B. Greenfield as its registered agent to accept service of process within Florida, at: 7000 West Palmetto Park Road, Suite 402, Boca Raton, Florida 33433.

  
Sofia Grunberg  
TITLE: President,  
Treasurer

Date: 11/27/96

Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the certificate,

I, Steven B. Greenfield, heroby agree to act in that capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

  
Steven B. Greenfield

Dated: 11/27/96

Abano Financial Corporation

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