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ATTORNEY AT LAW

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December 5, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-12/10/96--01002--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation for  
ABS Enterprises, Inc.

To Whom it May Concern:

Enclosed please find an original and one copy of the above mentioned Articles of Incorporation for ABS Enterprises, Inc. along with a check from my Trust Account in the amount of \$122.50 representing the filing fee for the above corporation. Please return a certified copy to the undersigned. If any further information is necessary, please do not hesitate to contact me.

Very truly yours,

  
Gabriel M. Sanchez

GMS/mb

Enclosures

FILED  
96 DEC -9 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-10-96  
KR

**ARTICLES OF INCORPORATION  
OF  
ABS ENTERPRISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation shall be ABS ENTERPRISES, INC.

**ARTICLE II**

This corporation shall have a perpetual existence, unless sooner dissolved according to law.

**ARTICLE III**

This corporation is organized for the following general purpose: to transact any lawful business for which corporations may be organized under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**

This corporation is authorized to issue One Thousand (1000) shares of common stock, one dollar (\$1.00) par value.

**ARTICLE V**

The street address of the corporation's principal office and mailing address is:  
9555 N. Kendall Drive, Suite 200, Miami, Florida 33176

#### **ARTICLE VI**

The street address of the initial registered office of this corporation is: 9555 N. Kendall Drive, Miami, Florida 33176. The name of the initial registered agent of this corporation is: Gabriel M. Sanchez, whose address is: 9555 N. Kendall Drive, Miami, Florida 33176.

That the corporation's principal office address and registered office address are the same.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.



Registered Agent/ Gabriel M. Sanchez

#### **ARTICLE VII**

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation shall be ANDY RODRIGUEZ, 8240 S.W. 5 Street, Miami, Florida 33144 and SILVIO G. BUENO, 108 S.W. 136 Place, Miami, Florida 33184 and GABRIEL M. SANCHEZ, 9555 N. Kendall Drive, Suite 200, Miami, Florida 33176.

#### **ARTICLE VIII**

The names and addresses of the persons signing the Articles of Incorporation are: ANDY RODRIGUEZ, 8240 S.W. 5 Street, Miami, Florida 33144 and SILVIO G. BUENO, 108 S.W. 136 Place, Miami, Florida 33184 and GABRIEL M. SANCHEZ, 9555 N. Kendall Drive, Suite 200, Miami, Florida 33176.

**ARTICLE IX**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE X**

This corporation shall have all corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XI**

The corporation may indemnify and hold any and all officers and directors harmless to the full extent permitted by law.

**ARTICLE XII**

This corporation reserves the right to amend or repeal any or all provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders as subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 3 day of December, 1996.

  
ANDY RODRIGUEZ, Incorporator

  
SILVIO G. BUENO, Incorporator

  
GABRIEL M. SANCHEZ, Incorporator

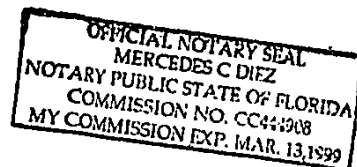
STATE OF FLORIDA)  
                                  )ss  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared,  
ANDY RODRIGUEZ, SILVIO G. BUENO and GABRIEL M. SANCHEZ, to me well known  
to be the persons who executed the foregoing Certificate of Incorporation of ABC  
ENTERPRISES, INC., and they have acknowledged before me that they executed the  
same for the uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me this 24th day of November, 1996.

  
Notary Public, State of  
Florida at Large

My Commission Expires:



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96 DEC -9 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA