



THE UNITED STATES
CORPORATION
COMPANY

P96000103873

ACCOUNT NO. : 072100000032

REFERENCE : 201713 7120866

AUTHORIZATION :

Patricia Peggitt

COST LIMIT : \$ 70.00

ORDER DATE : December 26, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 201713-005

CUSTOMER NO: 7120866

400002039994--1

CUSTOMER: Mr. George Skelton
ABACUS BUSINESS BROKERS INC.

Suite 303
114 Lake Emerald Drive
Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: ABACUS BUSINESS BROKERS INC.

EFFECTIVE DATE: JAN. 1, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

EFFECTIVE DATE

Jan 1, 1997

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: _____

FILED
96 DEC 27 PM 4:04
TALLAHASSEE FLORIDA
STATE

Dmc
12/27/96

ARTICLES OF INCORPORATION
OF

ABACUS BUSINESS BROKERS INC.

FILED
96 DEC 27 PM 4:04
SEC
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ABACUS BUSINESS BROKERS INC.

EFFECTIVE DATE
Jan 1, 1997

The address of the principal office of this corporation shall be 114 Lake Emerald Drive, Suite 303, Ft. Lauderdale, Florida 33309, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of the corporation shall be January 1, 1997.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Vivian George	114 Lake Emerald Drive, Suite 303 Ft. Lauderdale, Florida 33309
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Alexander Skelton	Same
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 27, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

DBC/dks