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Law Offices of  
**HAIMOWITZ & ASSOCIATES, P.A.**

555 South Federal Highway, Suite 330  
Boca Raton, Florida 33432

Harold B. Haimowitz  
Attorney at Law

Telephone: (561) 394-4226  
Facsimile: (561) 394-4382

January 24, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
Attn: Dana Calloway

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-02/04/97--01174--010  
\*\*\*\*122.50 \*\*\*\*122.50

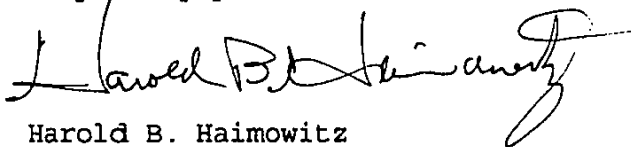
**RE: ABEBA CONTINENTAL, INC.**

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for ABEBA CONTINENTAL, INC., along with my check #1266 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

HBH:dr  
Enclosures

FILED  
97 JAN 29 AM 11:46  
SEC  
TALLAHASSEE, FLORIDA

1-30-97  
KR

**ARTICLES OF INCORPORATION  
OF  
ABEBA CONTINENTAL, INC.**

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97 JAN 29 AM 11:46  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned both being competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: **ABEBA CONTINENTAL, INC.**, and its principal office shall be located at 1599 Montezuma Road, Boca Raton, Florida 33486.

**ARTICLE II  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Getachew W. Giorgis  
1599 Montezuma Road  
Boca Raton, Florida 33486

**ARTICLE VI  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time to time by the Board of Directors or by the by-laws, however, there shall never be less than one (1) Director nor more than ten (10).

**ARTICLE VII  
INITIAL DIRECTORS**

The names and addresses of the initial Directors of this Corporation are:

Getachew W. Giorgis  
1599 Montezuma Road  
Boca Raton, Florida 33486

Abeba Giorgis  
1599 Montezuma Road  
Boca Raton, Florida 33486

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occur first.

**ARTICLE VIII  
INCORPORATORS**

The names and addresses of the persons signing these Articles of Incorporation as the Incorporators are as follows:

Getachew W. Giorgis  
1599 Montezuma Road  
Boca Raton, Florida 33486

Abeba Giorgis  
1599 Montezuma Road  
Boca Raton, Florida 33486

**ARTICLE IX  
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any directors or officers of the Corporation who are a party or who are threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officers or directors in their official capacity. This Corporation shall not indemnify any directors or officers in any action or suit, threatened, pending or completed, brought by them against the Corporation, in the event the officers or directors are not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer,

employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

#### **ARTICLE X AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

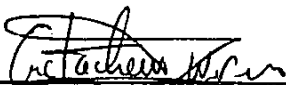
#### **ARTICLE XI CONTROL SHARE ACQUISITIONS**


This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

#### **ARTICLE XII AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporators have executed the foregoing Articles of Incorporation on this 24th day of January, 1997.

  
\_\_\_\_\_  
GETACHEW W. GIORGIS, *Incorporator*


  
\_\_\_\_\_  
ABEBA GIORGIS, *Incorporator*

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me on this 24th day of January, 1997, by Getachew W. Giorgis and Abeba Giorgis, as Incorporators. Getachew W. Giorgis and Abeba Giorgis are personally known to me or have produced their driver's licenses as identification and did take an oath.



David Rosenblatt  
MY COMMISSION # CC563779 EXPIRES  
October 15, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

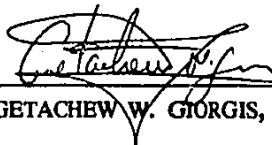
  
\_\_\_\_\_  
Notary Public, State of Florida

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

**ABEBA CONTINENTAL, INC.**, a Corporation existing under the laws of the State of Florida with its principal office at 1599 Montezuma Road, Boca Raton, Florida 33486, has named Getachew W. Giorgis, whose address is 1599 Montezuma Road, Boca Raton, Florida 33486, as its agent to accept service of process within the State of Florida.

**ACCEPTANCE**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



GETACHEW W. GIORGIS, REGISTERED AGENT

FILED  
97 JAN 29 AM 11:46  
SEC.  
TALLAHASSEE, FLORIDA