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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: ABACUS INTERNATIONAL, INC.
AUDIT NUMBER.....H9700004609
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1997

EMPIRE

SUBJECT: ABACUS INTERNATIONAL, INC.
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FAX Aud. #: H97000004609
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0) H97000004609

**ARTICLES OF INCORPORATION
OF
ABACUS INTERNATIONAL, INC. OF LAKE
WORTH**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

**ABACUS INTERNATIONAL, INC. OF LAKE
WORTH**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be :
**1776 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33460**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR** per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
**TERRY AYLING
1776 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33460**

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):
**RICHARD DEAN
1776 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33460**

These Articles of Incorporation Prepared By:
**Richard W. Dean, P.A.
6363 N.W. 6 Way Suite 210
Fl. Lauderdale, FL 33309
(954) 776-1001
Florida Bar Number 362263**

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TALLAHASSEE, FLORIDA

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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:

**RICHARD DEAN
1776 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33460**

The undersigned has (have) executed these Articles of Incorporation this date: **MARCH 18, 1997**



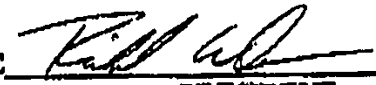
RICHARD DEAN, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **ABACUS INTERNATIONAL, INC. OF LAKE WORTH**

2. The name and address of the registered agent and office is: **RICHARD DEAN
1776 LAKE WORTH ROAD, SUITE 201
LAKE WORTH, FL 33460**

SIGNATURE 
TITLE: **PRESIDENT**

DATE: MARCH 18, 1997

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Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Registered Agent

MARCH 18, 1997
Date

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