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LA OFFICE OF
Brandon J. Douglas

Brandon J. Douglas

OF COUNSEL:
Steven I. Greenwald
S. Richard Kaplan

March 26, 1997

EFFECTIVE DATE
3-26-97

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

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-03/28/97--01067--015
***122.50 ***122.50

Re: Articles of Incorporation
A.B. Electronics World, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed, please find a check in the amount of \$122.50 representing the filing fee.

Please return one copy of the Articles stamped received together with the certificate and corporate number. I have enclosed a self-addressed stamped envelope for your convenience.

Please do not hesitate to contact me if you have any questions regarding this matter.

Sincerely,


BRANDON J. DOUGLAS

BJD/ncd
enclosures

FILED
97 MAR 28 AM 10:27
TALLAHASSEE, FLORIDA

TLC 4/1/97

EFFECTIVE DATE

3-26-97

ARTICLES OF INCORPORATION

OF

A.B. ELECTRONICS WORLD, INC.

I, the undersigned incorporator of this corporation under chapter 607, Fla. Stat., as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is A.B. ELECTRONICS WORLD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of this business to be conducted are as follows:

To engage in any business, activity or endeavor which lawful under the laws of the State of Florida.

ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any on time is one thousand (1000) shares of common stock, having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital stock with which this corporation shall begin business with shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

BRANDON J. DOUGLAS 6971 N. FEDERAL HIGHWAY, SUITE 105
BOCA RATON, FLORIDA 33487

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The members of the initial Board of Directors are subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation 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 qualified. The number of directors may either be increased or decreased from time to time by the vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE VIII

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX

OFFICERS

The names and addresses of the initial officers of the corporation who will hold office for the first year of the corporation, or until their successors are elected or appointed are:

BRANDON J. DOUGLAS, P/V/S/T

6971 N. FEDERAL HIGHWAY, #105
BOCA RATON, FLORIDA 33487

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 6971 N. Federal Highway, #105, Boca Raton, FL, and the name of the initial Registered Agent of this corporation at that address is BRANDON J. DOUGLAS.

ARTICLE XI

SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

CERTIFICATE DESIGNATION PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

.....

IN COMPLIANCE WITH STATUTE 48,091, FLA. STAT., THE FOLLOWING IS
SUBMITTED;

FIRST, that A.B. ELECTRONICS WORLD, INC. desiring to organize or
qualify under the laws of the State of Florida has named BRANDON J. DOUGLAS,
located at 6971 N. Federal Highway, Boca Raton, Florida, as its agent to accept service of
process within Florida.

Signature: 
Corporate Officer

Title: PRESIDENT

Date: 3/26/97

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.

Signature: 

Date: 3-26-97

ARTICLE XII
AMENDMENTS

The corporation reserves the right to amend, alter, change or appeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 26th day of March, 1997.

Brandon J. Douglas

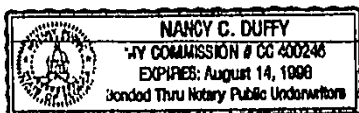
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared BRANDON J. DOUGLAS, to me known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to the law that they made and subscribed the same for the purposes therein mentioned and set forth.

Nancy C. Duffy (SEAL)
Notary Public,
State of Florida, at Large

My commission Expires

Nancy C. Duffy
(print name of Notary)



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TALLAHASSEE, FLORIDA
STATE