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FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 31, 1997

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-03/17/97-01049-005  
\*\*\*\*122.50 \*\*\*\*122.50

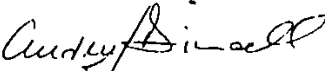
Florida Department of State  
Division of Corporation  
P.O. BOX 6327  
Tallahassee, Florida 32314

Gentlemen:

Please find enclosed check in the amount of One Hundred  
Twenty Two dollars and fifty cents (\$122.50), for filing  
the attached Articles of Incorporation.

Should there be any questions, please do not hesitate to  
call me.

Sincerely,

  
Audrey Dinnall

Enclosure

W97-6524  
PK  
2/13/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 20, 1997

AUDREY DINNALL  
1500 NW 49TH ST, SUITE #500  
FT LAUDERDALE, FL 33309

SUBJECT: ABB ACCOUNTING & TAX SERVICE, INC.  
Ref. Number: W97000006524

We have received your document for ABB ACCOUNTING & TAX SERVICE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 597A00014155

Audrey Dinnall  
(904) 776-3339

RETURN  
PER  
NOTIFICATION  
3/24/97

ARTICLES OF INCORPORATION

OF

ABB ACCOUNTING & TAX SERVICE, INC.

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of the corporation shall be

**ABB ACCOUNTING & TAX SERVICE, INC.**

The principal place of business of this corporation shall be 1500 NW 49th Street, Suite #500, Ft Lauderdale, Fl 33309.

**ARTICLE II. NATURE OF BUSINESS**

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

**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 \$1 par value per share.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4740 Concordia Lane, Boynton Beach, Fl 33436 and the name of the registered agent at the address Audrey Dinnall.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall exist perpetually. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI. SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under section 1362 of the Internal Revenue Code and that the corporation will file as a **Sub-Chapter S Corporation**.

**ARTICLE VII. DIRECTORS**

The names and post office address of the members of the first Board of Directors; these said people are the subscribers of these Articles of Incorporation:

Name	Post Office Address
Audrey Dinnall    President	4740 Concordia Lane Boynton Bch, Fl 33436
Keith Thompson   Vice Pres	4740 Concordia Lane Boynton Bch, Fl 33436

ARTICLE VIII.

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, the proceeds of which amount to Eight Hundred Fifty Dollars (\$850.00) are:

Name	Address	No of Shares	Value
Audrey Dinnall	4740 Concordia Ln Boynton Bch, Fl 33436	450	\$1.00
Keith Thompson	4740 Concordia Ln Boynton Bch, Fl 33436	400	\$1.00
Unassigned		150	\$1.00



#### ARTICLE IX. OTHER PROVISIONS

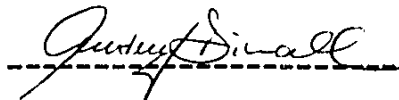
The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following; (a) a pension plan, (b) a profit-sharing plan; (c) a stock bonus plan; (d) a thrift and savings plan; (e) a restricted stock option plan; or (f) other retirement or incentive compensation plans.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business in the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of share, herein above set forth, and hereunto set our hand seals this 30th day of January 1997.


SIGNED, SEALED AND DELIVERED

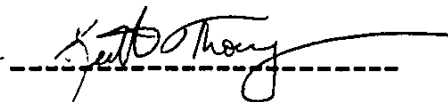
in the presence of:





Audrey Dinnall





Keith Thompson



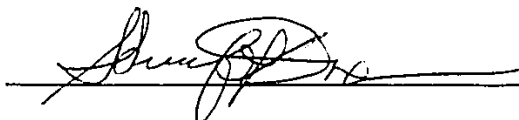
STANFORD DIXON  
COMMISSION # CC 501108  
EXPIRES OCT 11, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA )

COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, Audrey Dinnall, and Keith Thompson, personally appeared to me, well known to be person(s) who executed the foregoing Articles of Incorporation and they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of January 1997 at Fort Lauderdale, Broward County.



STANFORD DIXON  
COMMISSION # CC 501108  
EXPIRES OCT 11, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

NOTARY PUBLIC, State of Florida

My commission expires:

FILED

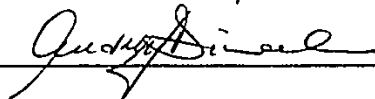
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Audrey Dinnall, LOCATED AT 4740 Concorida Lane, Boynton  
Bch, Fl 33436**

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, AND I ACCEPT THE  
DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA  
STATUTES.

SIGNATURE



(REGISTERED AGENT)

DATE

4/30/97