

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-442-8062 • Fax (904) 222-1222

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ABS on Air, Inc.

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- FILED**
97 JUN 19 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- RECEIVED**
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DIVISION OF CORPORATION
- ☒ Art of Inc. File
 - ☐ LTD Partnership File
 - ☐ Foreign Corp. File
 - ☐ L.C. File
 - ☐ Fictitious Name File
 - ☐ Name Reservation
 - ☐ Merger File
 - ☐ Art. of Amend. File
 - ☐ RA Resignation
 - ☐ Dissolution / Withdrawal
 - ☐ Annual Report / Reinstatement
 - ☒ Cert. Copy
 - ☐ Photo Copy
 - ☐ Certificate of Good Standing
 - ☐ Certificate of Status
 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
 - ☐ Officer Search
 - ☐ Fictitious Search
 - ☐ Fictitious Owner Search
 - ☐ Vehicle Search
 - ☐ Dating Record
 - ☐ UCC for M File
 - ☐ UCC H Search
 - ☐ UCC H Retrieval
 - ☐ Courier

[Signature]
Signature

DR *6/19* *9:30*
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Walk-In Will Pick Up

ARTICLES OF INCORPORATION

FOR

ABS ON AIR, INC.

A Florida Corporation for Profit

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be ABS ON AIR, INC., and the principal business and mailing address is 485 A Route 1 South, Iselin, New Jersey 00830.

ARTICLE II

Objects and Purposes of Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms,

individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III Term of Existence

The corporation shall have perpetual existence.

ARTICLE IV Designation of Registered Agent and Acceptance

The name of the initial registered agent of this corporation is John V. Baum, Esq, and the address of the initial registered office of this corporation shall be 213 South Swoope Avenue, Maitland, Florida 32751.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation as set forth in Florida Statute §§607.0501-0505, as amended.

ARTICLE V Capital Stock

The capital stock of the corporation shall consist of Five Hundred (500) shares of common stock with a par value of \$1.00 per share.

ARTICLE VI Board of Directors

The business of the corporation shall be conducted by a board of at least one director. The names and post office addresses of the initial directors of the corporation are as follows:

William Cameron
9710 Wild Oak Lane
Windermere, Florida 34786

Brenda Dykgraaf
9710 Wild Oak Lane
Windermere, Florida 34786

John Gennaro
485 A Route 1 South
Iselin, New Jersey 00830

The directors named above shall hold office for the first year of the existence of the corporation or until their successors are elected and have qualified.

ARTICLE VII Initial Capital

The amount of capital with which the corporation shall begin business is \$500.00.

ARTICLE VIII Corporate Officers

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents shall be as from time to time fixed and determined by the Board of Directors.

ARTICLE IX Identity of Incorporator; Pre-emptive Rights

The name and address of the incorporator is John Gennaro, whose address is 485 A Route 1 South, Iselin, New Jersey 00830.

Every shareholder of the corporation, 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X Annual Meeting of Shareholders

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of

Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.

3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XI

Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

ARTICLE XII

Limits of Liability

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Iselin, New Jersey, on June 16th, 1997.



JOHN GENNARO

STATE OF NEW JERSEY
COUNTY OF MIDDLESEX

BEFORE ME, the undersigned authority, personally appeared JOHN GENNARO who is to me well known and known by me to be the person described in and who

signed the foregoing Articles of Incorporation, or ☐ who produced a valid New Jersey Driver's License as proof of his identity, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on June 16th, 1997.

Denise L. Mitru
Notary Public

My commission expires:

DENISE L. MITRU
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 25, 2000



CERTIFICATE DESIGNATING RESIDENT AGENT

In compliance with Section 48.091 of the Florida Statutes the following is submitted:

ABS ON AIR, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, with its principal place of business located at 485 A Route 1 South, Iselin, New Jersey 00830, has named John V. Baum, Esq., whose address is 213 South Swoope Avenue, Maitland, Florida 32751, as its agent to accept service of process within the State of Florida at the address aforementioned.

Dated this 16th day of June, 1997.


ABS ON AIR, INC.


John Gennaro
Director and Subscriber

ACCEPTANCE BY RESIDENT AGENT

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, certify that I am familiar with and accepts the duties and obligations of resident agent for the corporation, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 16th day of June, 1997.


John V. Baum, Esq.
213 South Swoope Avenue
Maitland, Florida 32751
(407) 645-5325

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