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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ABACUS, INC.

AUDIT NUMBER.....H97000012982

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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STATE
TALLAHASSEE, FLORIDA

mc 8/8/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 8, 1997

EMPIRE

SUBJECT: ABACUS, INC.
REF: W97000018295

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

NAME CONFLICTS WITH ABACUS CORPORATION FILED ON 8/9/85.

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Neyssa Culligan
Document SpecialistFAX Aud. #: H97000012982
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ARTICLES OF INCORPORATION
OF
ABACUS TIMES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be:

ABACUS TIMES, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be:

3201 N.E. 57 COURT
FORT LAUDERDALE, FLORIDA 33308

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV
PURPOSE(S)

This Corporation is organized for the purposes of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

Prepared by:
Tim A. Shane, Esq.
2456 E. Sunrise Boulevard, #905
Fort Lauderdale, Florida 33304
Florida Bar #368431
954-798-0092

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ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and the street address of the initial registered agent is:

Mark Roseman
3201 N.E. 57 Court
Ft. Lauderdale, Florida 33308

ARTICLE IX
INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is(are):

Mark Roseman
3201 N.E. 57 Court
Ft. Lauderdale, Florida 33308

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have One director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Mark Roseman
3201 N.E. 57 Court
Ft. Lauderdale, Florida 33308

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ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII
LIMITATION ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 7th day of August, 1997.

Signature(s) of the incorporator(s)

X Mark Roseman

MARK ROSEMAN

Mark Roseman

TYPED NAME OF INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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.

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1. The name of the corporation: ABACUS TIMES, INC.

2. The name and address of the registered agent and office is:

MARK ROSEMAN
3201 N.E. 57TH COURT
FORT LAUDERDALE, FLORIDA 33308

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE:

Mark Roseman

DATE:

8/07/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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