

P97000089579



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 567155 4329479
Tatucio. T. Leggett

AUTHORIZATION :

COST LIMIT : \$ 122.50

FILED
97 OCT 16 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 16, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 567155-005

CUSTOMER NO: 4329479

100002321741--6

CUSTOMER: Karen Didea, Legal Asst
BAKER & HOSTETLER SUNTRUST
CENTER SUITE 2300
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: *International*
ABP FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
97 OCT 16 AM 10:48
DIVISION OF CORPORATION

W97-23610

6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ABP FLORIDA, INC.
Ref. Number: W97000023610

RESUBMIT

Please give original
submission date as file date.

We have received your document for ABP FLORIDA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 897A00050590

RECEIVED
97 OCT 20 AM 10:38
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

ABP INTERNATIONAL, INC.

FILED
97 OCT 16 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE 1

Name

The name of the Corporation shall be ABP INTERNATIONAL, INC.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 711 N.W. 72nd Avenue, Miami, Florida 33126, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$.01 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 6100 Deacon Drive, Windermere, Florida 34786. The name of the initial registered agent of the Corporation at the registered office shall be Christopher D. Mangum.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the people who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
George ZacZac, Jr.	711 N.W. 72nd Avenue Miami, Florida 33126
Rasesh Thakkar	6100 Deacon Drive Windermere, Florida 34786

ARTICLE VIII

Incorporator

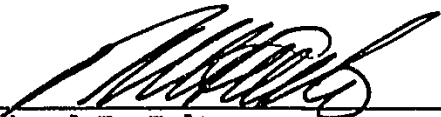
The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	c/o Baker & Hostetler LLP 200 South Orange Avenue Suite 2300 Orlando, Florida 32801

Executed this 15 day of October, 1997.

A.G.C. Co. "Incorporator"

By: _____


Richard T. Fulton
As its Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
15 day of October, 1997, by Richard T. Fulton of
A.G.C. Co., an Ohio corporation, on behalf of the corporation.
He/she is personally known to me.

(NOTARY SEAL)

Karen L. DiDea
(Notary Signature)

Karen L. DiDea
(Notary Name Printed)

NOTARY PUBLIC

Commission No. _____



Karen L. DiDea
MY COMMISSION # CC677030 EXPIRES
September 14, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

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 statues 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.

Chid. Manya

Registered Agent

Date: 10/15/97

FILED
97 OCT 16 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA