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LAW OFFICES

HENRY NORTON

SUITE 1201 BISCAYNE BUILDING

19 WEST FLAGLER STREET

MIAMI, FLORIDA 33130

HENRY NORTON

RITA F. NORTON

October 29, 1997

TELEPHONE 374-3116
AREA CODE 305
FILED
OCT 31 1997
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of ABMAR CORP.

Gentlemen:

Enclosed please find proposed Articles of Incorporation in duplicate and the Registered Agent Certificate prepared for ABMAR CORP..

After the Articles of Incorporation have been duly approved and filed, I would appreciate your returning to me our receipt and if possible, a "clocked-in" copy of the Articles of Incorporation.

Our check in the sum of \$70.00 is enclosed to cover your fees.

Very truly yours,

Rita F. Norton

RITA F. NORTON

RFN:sm

Enclosures

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ARTICLES OF INCORPORATION

OF

ABMAR CORP.

ARTICLE I - NAME USED

**The name of this Corporation
is ABMAR CORP.**

ARTICLE II - DURATION

This Corporation shall have permanent and perpetual existence, commencing at the time of filing these Articles with the Department of State in Tallahassee, Florida.

ARTICLE III - PURPOSE

A) To engage in the general business of manufacturing and selling electrical, electronic, and mechanical products, equipment, parts, devices, instruments, specialty products, including research, development, design, maintenance, repair, and conversion of electrical, electronic, and mechanical products; to engage in the engineering, distribution, and installation of electrical equipment, to solicit, bid, enter into, and perform contracts for the doing of electrical work and the furnishing of electrical, electronic, and mechanical machinery, equipment, appliances, accessories, materials, and supplies of all kinds; and to do all things necessary, proper, or incidental to the attainment of the foregoing purposes.

B) To purchase, lease, exchange, mortgage, or sell real property, of every type and description, whether improved or unimproved, or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage, or operate any real estate owned or leased by the corporation, or upon any other structures, buildings, or other works of any description on lands; to sell, lease, sublet, mortgage, exchange, or otherwise dispose of any lands, or any interest therein, or any structures on buildings or other works owned, leased, managed, or controlled by the Corporation.

C) To contract debts and borrow money, issue, and sell or pledge bonds, debentures, notes, and other evidences of indebted-

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ness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

F) To transact any other lawful business under the laws of the State of Florida and to exercise all powers convenient, incident to, or necessary in the proper conduct of the business anywhere in the world, which are granted to corporations for profit under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Ten (\$10.00) Dollars par value common stock.

ARTICLES V - INCORPORATOR

The name and address of the person signing these Articles
is: ABDULLA ST. ANTHONY MARZOUCA
157 Orange Street
Kingston 1, Jamaica

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 19 West Flagler Street, Suite 1201, Miami, Florida, 33130, and the name of the initial registered agent of this Corporation at that address is RITA F. NORTON.

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation is located at 157 Orange Street, Kingston 1, Jamaica.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
ABDULLA ST. ANTHONY MARZOUCA	157 Orange Street Kingston 1, Jamaica	President
JAMES LIM	Dillsbury House 26 Dillsbury Avenue Kingston 6, Jamaica	Secretary
DESMOND MEEHAN	157 Orange Street Kingston 1, Jamaica	Treasurer

ARTICLE IX - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as now or hereafter conferred upon it by law. This Corporation shall have the power to issue the whole or any part of the shares of its common stock as partly paid, subject to calls thereon until the whole thereof shall have been paid in full; this is to be determined by the Board of Directors. Upon the election of the Board of Directors by the stockholders, such Board of Directors shall manage the business and affairs of the Corporation without the need of further authorization of the stockholders, except as by law provided. All the holders of stock shall be entitled to vote the same, whether such stock be fully or partially paid, unless determined otherwise by the Board of Directors at or before the time of issuance thereof.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation this 24th day of October, 1997.

A. A. Marzouca
ABDULLA ST. ANTHONY MARZOUCA
SUBSCRIBER

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TALLAHASSEE, FLORIDA

_____))
_____)) SS:
_____)

BEFORE ME, an officer authorized to take acknowledgements in the country and
place set forth above, personally appeared ABDULLA ST. ANTHONY MARZOUCA,
known to me and known by me to be the person who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
in the country and place aforesaid this 24th day of October, 1997.

JAMAICA,
CITY OF KINGSTON,
EMBASSY OF THE UNITED STATES
OF AMERICA

My commission expires: indefinitely

William Bent
William Bent
Vice Consul

Personally known _____

or

Produced identification X

Type of identification Jamaican Passport No. 1386146

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ABMAR CORP.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at City of Kingston County Tallahassee
of _____, ~~State~~ of Jamaica
has named RITA F. NORTON
located at 19 West Flagler Street, Suite 1201,
(Street address and number of building,
Post Office Box address not acceptable)
City of Miami, County of Dade
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY Rita F. Norton
RITA F. NORTON
(Resident Agent)