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LAW OFFICE OF
RAQUEL M. MATAS
PROFESSIONAL ASSOCIATION
THE COLONNADE • SUITE 650
2333 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134

FILED

97 NOV 10 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 444-1965
FACSIMILE (904) 445-1015

EFFECTIVE DATE

11-16-97

November 6, 1997

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

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-11/10/97--01022--012
***122.50 ***122.50

RE: AB&B, INCORPORATED

Dear Sir or Madam:

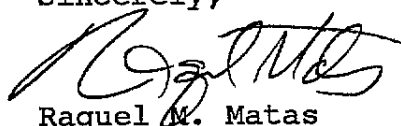
Enclosed please find the following regarding the above-referenced corporation:

1. Two signed original Articles of Incorporation.
2. One check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to me.

Thank you for your assistance in this matter.

Sincerely,


Raquel M. Matas

RMM:cfc

Enclosures

P. Hall

12-12-97

ARTICLES OF INCORPORATION
OF
AB&B, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11-6-97

The undersigned Incorporator, for the purpose of organizing and establishing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the Corporation is AB&B, Incorporated and its principal office and mailing address is 5820 SW 51 Street, Miami, Florida 33155.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or

hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is B.J. BENINGOSO. The initial Registered Agent at that address is 5820 SW 51 Street, Miami, Florida 33155.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: B.J. BENINGOSO.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by applicable law, every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned has signed these
Articles of Incorporation this 6th day of November, 1997.

B.J. Beningoso
B.J. BENINGOSO

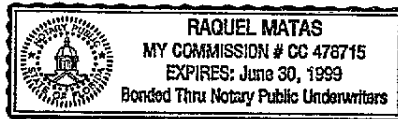
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 6th day of November, 1997, by B.J. BENINGOSO, who is personally known to me or who has produced her Florida driver's license as identification and who did not take an oath.

Raquel Matas
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve
as Registered Agent for AB&B, INCORPORATED.

B.J. Beningoso
B.J. BENINGOSO