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NAME: ABT ENTERPRISES, INC.

AUDIT NUMBER.....H97000019288

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 19, 1997

EMPIRE

SUBJECT: ABT ENTERPRISES, INC.
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ARTICLES OF INCORPORATION OF
BAT INVESTMENT GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is BAT INVESTMENT GROUP, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is perpetual

ARTICLE THREE
PURPOSE OR PURPOSES

1. The general purposes for which the corporation is organized are to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is three hundred (300). Such shares shall be of a single class, and shall be without par value.

Prepared by:
Robert Flavell, Esq.
200 South Biscayne Boulevard, Suite 4600
Miami, Florida 33130
Tel: (305) 377-2500
Florida Bar No. 909203

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ARTICLE FIVE
STOCK TRANSFER RESTRICTION

All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the corporation. A copy of such agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 4600, Miami, Florida 33131, and the name of its initial registered agent at such address, is Robert Flavell, Esq..

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Braulio Perez	683 N.W. 125 th Court Miami, Florida 33182
Alfredo M. Perez	5886 S.W. 20 th Street Miami, Florida 33155
Jose Antonio Elejalde	999 Ponce de Leon Boulevard Suite 601 Coral Gables, Florida 33134

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ARTICLE EIGHT
INCORPORATORS

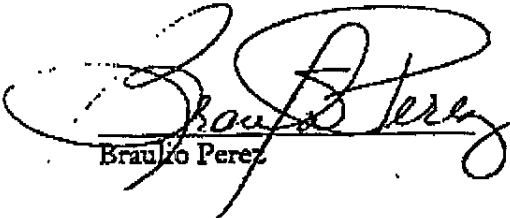
The name and address of each incorporator is:

Name	Address
Braulio Perez	683 N.W. 125 th Court Miami, Florida 33182

ARTICLE NINE
PRINCIPAL PLACE OF BUSINESS


The company's principal place of business shall be 200 South Biscayne Boulevard, Suite 4600, Miami, Florida 33131.

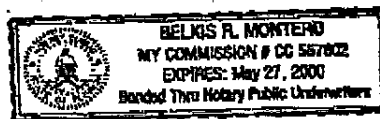
Executed by the undersigned at Miami, Florida on Monday, November 17,
1997.


Braulio Perez

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 17th day of November, 1997, Braulio Perez, who is personally known to me or who has produced a Florida Drivers License as identification and who did (did not) take an oath.


Notary Public
Printed Name:
My commission expires:



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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated therein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated Monday, November 17, 1997.



Robert Flavell, Esq.

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