

P98000017461

Bureau of Corporation Records
Charter Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

700002425987
-02/10/98-00001004-4
***122.50 ***122.50

The enclosed check is for:

Filing Fee	35.00	
Registered Agent Designation	35.00	
Charter Document	52.50	
	<u>122.50</u>	Total Due

Please return all documents to this office.

Thank you,

Dowd and Associates, P.A.
815 Virginia Drive
Orlando, FL 32803

407-896-3000

FILED
98 FEB 23 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 24 1998 98-3094



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 11, 1998

DOWD AND ASSOCIATES, P.A.
815 VIRGINIA DRIVE
ORLANDO, FL 32803

SUBJECT: ABEL COMMUNICATIONS INC. OF ORLANDO
Ref. Number: W98000003094

We have received your document for ABEL COMMUNICATIONS INC. OF ORLANDO and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 598A00007906

Abel Communications, Inc.
P.O. Box 146
Winter Park, FL 32790

January 26, 1998

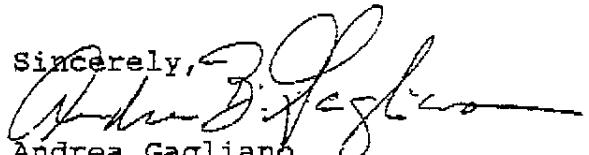
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Dear Sir/Madam:

On December 4, 1997, we mailed our corporation paperwork to be processed by you to form a new corporation. As of January 24, 1998 we have not been notified by you if it has been processed. Please advise if this corporation has been set up.

If you have any questions, please direct to the above address.

Sincerely,



Andrea Gagliano
Abel Communications, Inc.

2/19/98

We are resending this in hopes of you will receive. You still have our check # 3994 Please advise \$39-3994

ARTICLES OF INCORPORATION

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

ARTICLE ONE
NAME

The name of the corporation is ABEL COMMUNICATIONS INC OF ORLANDO.

ARTICLE TWO
DURATION

This corporation shall commence existence as of the date of execution of these Articles. The term of existence shall be perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 2500 shares, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he already holds, and any securities of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued or treasury shares at the price at which it is offered to others (without the issuance of fractional shares).

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 23 AM 8:41

FILED

ARTICLE SIX
RESTRICTION ON TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder (s) or to this corporation. The price and terms at which, and the time within which such shares may be offered and resold shall be determined by an affirmative vote of 3/4 of the outstanding shares of this corporation.

ARTICLE SEVEN
REGISTERED OFFICE

The address of the initial registered office of the corporation is 1800 KILLARNEY DRIVE, WINTER PARK, FL 32790 and the name of the initial registered agent at such address is ANDREA GAGLIANO.

ARTICLE EIGHT
INITIAL STOCK SUBSCRIPTIONS

The initial subscriber to the shares of stock of this corporation and the number of shares to which they have subscribed are as follows:

ANDREA BOULDEN-GAGLIANO - 100 SHARES - PRES.

ARTICLE NINE
MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors or Officers.

ARTICLE TEN
INCORPORATION

The name and address of the incorporator is :

ANDREA BOULDEN-GAGLIANO

1800 KILLARNEY DRIVE

WINTER PARK, FL 32790

ARTICLE ELEVEN
AMENDMENTS

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto but only by the vote of at least 3/4 of the shareholders.

ARTICLE TWELVE
PRINCIPAL OFFICE ADDRESS

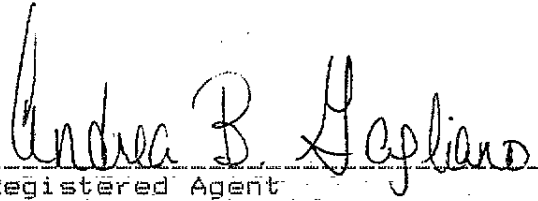
The mailing address of the principal office is 1800 KILLARNEY DRIVE,
WINTER PARK, FL 32790.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of _____.

Andrea B. Gagliano

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep an office open during prescribed hours; to post my name (and any other officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Registered Agent

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATION PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

ABEL COMMUNICATIONS INC OF ORLANDO

a corporation organizing under the laws of the state of Florida with
its principal office at 1800 KILLARNEY DRIVE, WINTER PARK, FL 32790
has named ANDREA BOULDEN-GAGLIANO located at 1800 KILLARNEY DRIVE, WINTER PAR
FL 32790 as its agent to accept service of process within the State.

FILED
98 FEB 23 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA