

P98000026783

TRANSMITTAL LETTER

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

SUBJECT: A.B.C. RIO CENTER, INC.

I enclose an original and 1 copy of the Articles of Incorporation
for the above corporation and a check in the amount of
\$122.50.

SIGNED: _____

From:

300002463333--8

CARLOS RIOS

-03/20/98--01055--006

****122.50 ****122.50

Name

7041 GRAND NATIONAL DR #122

Address

Orlando
City

Florida
State

32819
Zip

(407) 352-4711
Telephone Number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 20 PM 1:45

JM 3-23-98

ARTICLES OF INCORPORATION

OF

A.B.C. RIO CENTER, INC.

FILED
98 MAR 20 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is A.B.C. RIO CENTER, INC. (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in retail, wholesale, import and export, tour operations, transportation, and buying and selling of all kinds of merchandise and other general services, activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office is 5450 International Drive, Orlando, Florida 32819.

ARTICLE 4 - INCORPORATOR

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

Douglas M. Rodrigues
12536 Lynchburg Ct., Orlando, Florida 32837.

ARTICLE 5 - OFFICERS

The officer of the corporation shall be:

President: Douglas M. Rodrigues

ARTICLE - 6 DIRECTOR(S)

The Director(s) of the Corporation shall be:

Douglas M. Rodrigues

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities conveyable into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by the setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter s of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be to be an S Corporation, none of the shareholder of this Corporation, without the written consent of all the shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of the stock represented by this certificate cannot be transferred if such

transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All the shares of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporations shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation, A.B.C. Rio Center, Inc., is located at :
5450 International Drive, Orlando, Florida 32819.

The name and address of the registered agent of A.B.C. Rio Center, Inc.,
Douglas M. Rodrigues
12536 Lynchburg Ct., Orlando, Florida 32837.

ARTICLE 14 - BYLAWS

The board of director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but

the affirmative vote of the number of Directors equal to the majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision to these Articles of Incorporation, or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this sixth Day of March, 1998.



Douglas M. Rodrigues
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

Douglas M. Rodrigues, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Douglas M. Rodrigues
President

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TALLAHASSEE, FLORIDA