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March 11, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

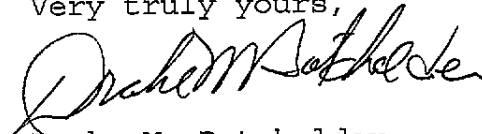
RE: AB Ventures, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$70.00 for the above corporation.

Please file these Articles and return a copy to the undersigned in the stamped, self-addressed envelope enclosed.

Very truly yours,



Drake M. Batchelder

DMB:al  
Enclosures

DMC  
3.25.98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AB VENTURES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be AB Ventures, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5310 N.W. 33rd Avenue, Suite 219, Fort Lauderdale, FL 33309.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000).

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Kenneth T. Barber, 5310 N.W. 33rd Avenue, Suite 219, Fort Lauderdale, FL 33309.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Kenneth T. Barber, 5310 N.W. 33rd Avenue, Suite 219, Fort Lauderdale, FL 33309.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of March, 1998.

  
INCORPORATOR, Kenneth T. Barber

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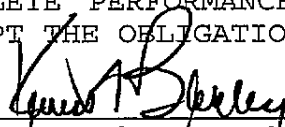
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is AB Ventures, Inc.
2. The name and address of the registered agent and office is Kenneth T. Barber, 5310 N.W. 33rd Avenue, Suite 219, Fort Lauderdale, FL 33309.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Kenneth T. Barber

DATE:

March 12, 1998