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KANETSKY-MOORE

CORPORATIONS

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3/27/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: KANETSKY, MOORE & DEBOER, P.A.
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NAME: ABACUS GROUP, INC.

AUDIT NUMBER.....H98000006000

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-26-98

ARTICLES OF INCORPORATION
OF
ABACUS GROUP, INC.

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

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be ABACUS GROUP, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

329 Miami Avenue West
Venice, FL 34285

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on March 26, 1998.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

THIS INSTRUMENT PREPARED BY
Erik R. Lieberman
Attorney At Law
P.O. Box 1767
Venice, Florida 34284-1767
(941) 485-1571
Fla. Bar #393053

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United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

RICHARD A. DAVIES
329 Miami Avenue West
Venice, FL 34285

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two (2) directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

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Name and street address

98 MAR 27 AM 7: 33

LOIS LIN DAVIES
329 Miami Avenue West
Venice, FL 34285

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD A. DAVIES
329 Miami Avenue West
Venice, FL 34285

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

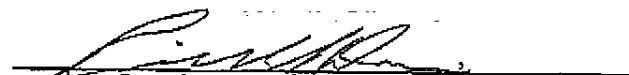
Name and street address

RICHARD A. DAVIES
329 Miami Avenue West
Venice, FL 34285

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has (have) executed these Articles of Incorporation this 26 day of March, 1998.


Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.


Registered Agent

DATE: March 26, 1998