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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 806727 7137273

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : May 5, 1998

ORDER TIME : 11:08 AM

ORDER NO. : 806727-005

800002511298--0

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq  
ERIC M. SAUERBERG, P.A.

Suite 400  
712 U.s. Highway One  
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: ABACO GOLD MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 2:21

RECEIVED  
98 MAY -5 PM 12:02  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
ABACO GOLD MIAMI, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -5 PM 2:21

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is ABACO GOLD MIAMI, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 1,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 712 U.S. Highway One, #400, North Palm Beach, Florida 33408, and the name of the initial Registered Agent at that address is ERIC M. SAUERBERG, ESQ.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
ERIC M. SAUERBERG, ESQ.	712 U.S. Highway One, Ste. 400 North Palm Beach, Florida 33408

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

ANGELA H. WILLIAMSON

Address

418 Front Street  
Key West, FL 33040

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date upon which these Articles of Incorporation are filed with the Secretary of State.

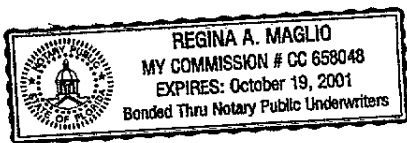
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 1st day of May, 1998.

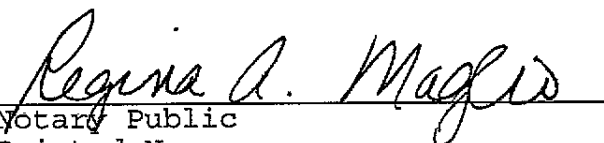
By: 

ERIC M. SAUERBERG, ESQ.  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 1st day of May, 1998 by ERIC M. SAUERBERG, ESQ., who is personally known to me or who produced the identification indicated above his signature, and who did ( ) or did not ( ) take an oath.




  
Notary Public  
Printed Name:  
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ABACO GOLD MIAMI, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3015 Grand Avenue, Suite 210(A), Coconut Grove, Florida 33133.

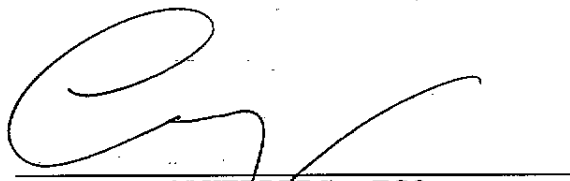
Second, named ERIC M. SAUERBERG, ESQ., located at 712 U.S. Highway One, #400, North Palm Beach, Florida 33408, as its Agent to accept service of process within Florida.



ERIC M. SAUERBERG, ESQ.  
Incorporator

DATE: May 1, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all Statutes relative to the proper and complete performance of my duties.



ERIC M. SAUERBERG, ESQ.  
Registered Agent

DATE: May 1, 1998