

**PA 700002513227-8**  
 -05/06/98-01056-003  
 \*\*\*\*122.50 \*\*\*\*122.50

Requestor's Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

700002513227-8  
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Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. ABIG Acquisition Corp. A  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Walk in       Pick up time \_\_\_\_\_  
 Mail out       Will wait       Photocopy  
 Certified Copy       Certificate of Status

RECEIVED  
 98 MAY -6 AM 10: 57  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA  
 FILED  
 98 MAY -6 PM 12: 39  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

198A-24886

5/6

Examiner's Initials \_\_\_\_\_

**FILED**

98 MAY -6 PM 12: 39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ABIG ACQUISITION CORP. A**

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME and PRINCIPAL OFFICE**

The name of this corporation shall be: **ABIG ACQUISITION CORP. A**, and the principal place of business and mailing address of this corporation shall be 11222 Quail Roost Drive, Miami, Florida 33157.

**ARTICLE II  
DURATION**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV  
CAPITALIZATION**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of

cash, at a just valuation to be fixed by the Board of Directors of the corporation.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be at: 777 Brickell Avenue, Suite 500, Miami, Florida 33131, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: Steven Kass, Esq.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator is: Steven Kass, 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

**ARTICLE VII**  
**DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

**ARTICLE VIII**  
**NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE IX**  
**INDEMNIFICATION**

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5th day of May, 1998.

  
\_\_\_\_\_  
Steven Kass, Incorporator

**CERTIFICATE OF DESIGNATION  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

1. The name and address of the Corporation is:

**ABIG ACQUISITION CORP. A**  
11222 Quail Roost Drive  
Miami, Florida 33157

2. The name/address of the registered agent and office is:

Steven Kass, Esq.  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above 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 Florida 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.

May 5, 1998  
(Date)

Steven Kass  
(Name)

**FILED**  
98 MAY -6 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA