

P98000044032

GREGORY & CARYN WILLIAMS
1061 N.W. Terrace Road
Stuart, Florida 34994

May 12, 1998

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

000002522380--1
-05/13/98-01105-012
****122.50 ****122.50

RE: FMW International, Inc. & ABCD & Company, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and one (1) copy of the Articles of Incorporation for each of the above-named corporations. In addition, two checks in the amount of \$122.50 each, which represent the following fees:

Filing Fee	\$	35.00
Certified Copy	\$	52.50
Registered Agent Fee	\$	35.00
	\$	122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the self-addressed stamped envelopes provided herein.

If you need to reach me, I may be reached at (561) 286-7861 during regular business hours. Thank you very much for your courtesy and cooperation in this matter.

Very truly yours,

Caryn Williams
CARYN WILLIAMS
President/Treasurer

Enclosures (stated)

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ARTICLES OF INCORPORATION
OF
ABCD & COMPANY, INC.

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DIVISION OF CORPORATIONS

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a Corporation for profit under the laws of the State of Florida.

NAME

The name of the corporation is **ABCD & COMPANY, INC.**

NATURE OF BUSINESS

The general character, purpose, and nature of the business to be transacted by this corporation will involve but is not limited to provide sales, service and consulting for computer software, hardware, and related computer fields and accessories, as well as the following:

A. To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

B. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the

corporation, and to invest, trade, lease, rent encumber or dispose of any personal property at any time owned or held by this corporation.

C. To carry on in any capacity any business or trade deemed legal in the State of Florida.

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E. To purchase the Corporate assets of any other Corporation and engage in the same or other character of business.

F. To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

G. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

H. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limits as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

I. To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporations.

J. To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000 (TEN THOUSAND) shares of common stock, each share having a par value of \$1.00 (one dollar). Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is \$100.00 (one hundred dollars).

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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ARTICLE VI

ADDRESS

The initial street address of the principal office of this corporation is to be at:

1061 NW Terrace Road

Stuart, FL 34994

The Board of Directors may from time to time designate such other address and/or place for the principal office of this Corporation as it may see fit.

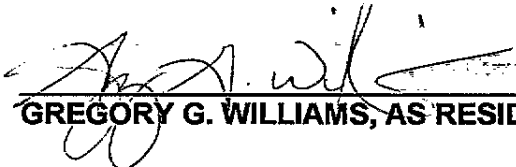
RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ABCD & COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation within the City of Stuart, County of Martin, has named GREGORY G. WILLIAMS, located at 1061 NW Terrace Road, Stuart, Florida 34994, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


GREGORY G. WILLIAMS, AS RESIDENT AGENT

ARTICLE VIII

DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

INITIAL DIRECTORS

The names and street addresses of the Initial Directors who shall hold office until their successors are elected and have qualified are as follows:

PRESIDENT/TREASURER:	Caryn F. Williams 1061 NW Terrace Road Stuart, FL 34994
VICE PRESIDENT/ SECRETARY:	Gregory G. Williams 1061 NW Terrace Road Stuart, FL 34994

ARTICLE X SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take, and the value of the consideration therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># SHARES</u>	<u>AMOUNT</u>
GREGORY G. WILLIAMS	1061 NW Terrace Road Stuart, FL 34994	500	\$500.00
CARYN F. WILLIAMS	1061 NW Terrace Road Stuart, FL 34994	500	\$500.00

ARTICLE XI

EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing.

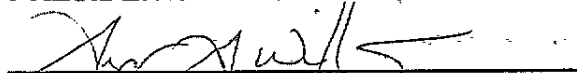
ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stock holders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain Amendment to these Articles of Incorporation be made.



**CARYN F. WILLIAMS
PRESIDENT/TREASURER**



**GREGORY G. WILLIAMS
VICE PRESIDENT/SECRETARY**

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