

07/21/98 TUE 10:24 AM L 904 359 870

FOLEY & LARDNER

001

P98000064172

7/21/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:03 PM

((H98000013510 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: VALERIE HODGE

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: ABAFUND INVESTMENTS, INC.

AUDIT NUMBER.....H98000013510

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE  
DOCUMENT

\*\*\*\*\* PLEASE NOTE ATTACHED CONSENT TO NAME USE EXECUTED  
BY ABAFUND INVESTMENTS, LTD. THE SAME INDIVIDUALS ARE  
INVOLVED IN THE CORPORATION AND THE PARTNERSHIP\*\*\*\*\*

051769 0101

Post-It <sup>®</sup> brand fax transmittal memo 7671		# of pages
To	INCORP	6
From	VALERIE HODGE	
Co.	DIV CORPS	
Co.	FOLEY & LARDNER	
Dept.	SEC STATE	
Phone	(904) 359-2000	
Fax #	(850) 922-4001	
Fax #	(904) 359-8700	

EFFECTIVE DATE  
7-21-98

FILED  
98 JUL 22 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 7/22/98

Fax Audit No. H98000013510 6

EFFECTIVE DATE  
7-21-98

FILED

98 JUL 22 AM 9:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ABAFUND INVESTMENTS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Abafund Investments, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 7180 Marsh Hawk Court, Ponte Vedra Beach, Florida 32082.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000

Fax Audit No. H98000013510 6

Fax Audit No. H98000013510 6

#### ARTICLE 4

##### CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

#### ARTICLE 5

##### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura St., Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

#### ARTICLE 6

##### DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Director. The name and address of the member of the first board of directors of the corporation are:

##### NAME

##### ADDRESS

John M. Clegg

7180 Marsh Hawk Court, Ponte Vedra  
Beach, Florida 32082

#### ARTICLE 7

##### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any

Fax Audit No. H98000013510 6

bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE 8

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

NAME

ADDRESS

Robert S. Bernstein

200 Laura Street, Jacksonville, Florida 32202

## ARTICLE 9

### INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE 10

### AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on July 21, 1998.

  
Robert S. Bernstein, Incorporator


Fax Audit No. H98000013510 6

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I, F&L Corp., hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&amp;L CORP.

By:

  
William D. King, Authorized Signatory

Date: July 21, 1998

FILED  
98 JUL 22 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07/21/98 TUE 16:25 TEL 904 359 8700  
JUL-21-98 03:13 PM

Fax Audit No. H98000013510 6

07/21/98 TUE 15:09 FAX 904 359 8700

FOLEY & LARDNER  
9042736034

FOLEY & LARDNER

008  
P.02

002

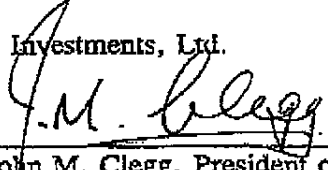
CONSENT

Abafund Investments, Ltd. hereby consents to and authorizes the use of the name  
Abafund Investments, Inc. by Abafund Investments, Inc. in the State of Florida.

Dated as of July 21, 1998.

Abafund Investments, Ltd.

By:

  
John M. Clegg, President of  
First Coast Hedge Fund, Inc.,  
the sole General Partner of  
Abafund Investments, Ltd.

FILED  
98 JUL 22 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCAMISC.COR\NAME\_FL.CON\072198\VHODGE\RSBE\VRH

Fax Audit No. H98000013510 6