

P98000082531

GERALD A. DECHOW
3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239

September 18, 1998

VIA UPS NEXT DAY AIR

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002645006--8
-09/21/98--01115--015
****122.50 ****122.50

RE: Sabinet - USA, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced limited liability company, along with a check in the amount of \$122.50 to cover the filing fees and to receive a certified copy of the Articles.

Please return the certified Articles to my attention. I have enclosed a self-addressed, stamped envelope for your convenience.

Should you have any questions, please feel free to contact me. Thank you for your assistance.

Very truly yours,

ABARIS CARE, INC.

Gerald A. Dechow

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

/tek
Enclosures

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ARTICLES OF INCORPORATION
OF
SABINET - USA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

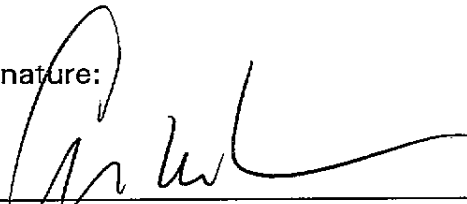
The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

1. **NAME**. The name of the corporation is **SABINET - USA, INC.**
2. **PRINCIPAL OFFICE**. The street address of the initial principal office of the corporation is:

3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239
3. **CAPITALIZATION**. The aggregate number of shares which the corporation shall have authority to issue shall be Twenty-Five Thousand (25,000), all of which shall be common stock, at a par value of One Dollar (\$1.00) per share.
4. **REGISTERED OFFICE AND AGENT**. The name and address of the initial registered agent of the corporation is Gerald A. Dechow, 3400 S. Tamiami Trail, Suite 301, Sarasota, FL 34239.
5. **INCORPORATOR**. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Gerald A. Dechow	3400 S. Tamiami Trail, Suite 301 Sarasota, FL 34239

Signature:



Gerald A. Dechow - Incorporator

9-18-98

Date

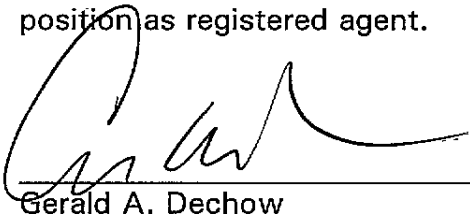
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501(3), FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF
FLORIDA.

1. The name of the corporation is **SABINET - USA, INC.**
2. The name and address of the registered agent and office is:

Gerald A. Dechow
3400 S. Tamiami Trail, Suite 301
Sarasota, FL 34239

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept that
appointment as registered agent and agree to act in that 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.



Gerald A. Dechow

9-18-98

Date

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TALLAHASSEE FLORIDA