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\*\*\*\*\*78.75 \*\*\*\*\*78.75

November 17, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
98 NOV 24 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: AB Data Services, Inc.**

Dear Sir/Madam:

Enclosed please find two original sets of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our check, in the amount of \$78.75, representing the following:

Filing Fee	\$ 35.00
Registered Agent's Certificate	\$ 35.00
Fee for Certified Copy	<u>8.75</u>
	\$78.75

When the Articles have been filed, please return the certified copy in the self-addressed, stamped envelope enclosed for your convenience.

Sincerely,



Clarice E. Northcutt

CEN:slb  
Enclosures

P. Hall

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**ARTICLES OF INCORPORATION**

**OF**

**AB DATA SERVICES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 **AB Data Services, Inc.**, and the principal place of business and mailing address of this corporation shall be: 8500 S.W. 97<sup>th</sup> Avenue, Miami, Florida 33173.

**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:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
10,000,000	\$.01	Common Stock

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 11856 SW 123<sup>rd</sup> Place, Miami, Florida 33186-5057, 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 Clarice E. Northcutt.

ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
William (Eric) Ashley	12151 Boat Shell Road Matlacha, Florida 33991
Beryl J. Van Wyck	8500 S.W. 97 <sup>th</sup> Avenue Miami, Florida 33173
Clarice E. Northcutt	11856 S.W. 123 <sup>rd</sup> Place Miami, Florida 33186-5057

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator is Clarice E. Northcutt, 11856 S.W. 123<sup>rd</sup> Place Miami, Florida 33186-5057

ARTICLE VIII  
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 IX  
NO SHAREHOLDER LIABILITY

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

ARTICLE X  
INDEMNIFICATION

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

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 19<sup>th</sup> day of November, 1998.

  
Clarice E. Northcutt, Incorporator

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

**FILED**

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In compliance with the laws of the State of Florida, the following is submitted: SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AB Data Services, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8500 S.W. 97th Avenue in Miami-Dade County, State of Florida, has named Clarice E. Northcutt, County of Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
Clarice E. Northcutt, Registered Agent

DATED: This 19<sup>th</sup> day of November, 1998.