

ACCOUNT NO. : 072100000032

REFERENCE: 155023 4312129

AUTHORIZATION : *

COST LIMIT :

ORDER DATE: March 3, 1999

ORDER TIME: 12:53 PM

ORDER NO. : 155023-005

700002793517--3

CUSTOMER NO: 4312129

CUSTOMER: Ms. Patricia Kelly

DICKENSON MURDOCH REX & SLOAN, DICKENSON MURDOCH REX & SLOAN,

Suite 410

980 North Federal Highway Boca Raton, FL 33432

DOMESTIC FILING

NAME:

AMERICA IN BUSINESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

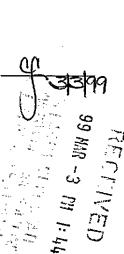
XX CERTIFIED COPY

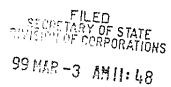
PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION

OF

AMERICA IN BUSINESS, INC.

ARTICLE I.

NAME

The name of the corporation is: AMERICA IN BUSINESS, INC.

ARTICLE II.

<u>DURATION</u>

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 21301 Powerline Road, Suite 301, Boca Raton, Florida 33433.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 21301 Powerline Road, Suite 301, Boca Raton, Florida 33433 and the name of the initial registered agent of this Corporation at that address is Thomas J. Irvine.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

The names and addresses of the initial director is:

Thomas J. Irvine 21301 Powerline Road, Suite 301 Boca Raton, FL 33433

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Thomas J. Irvine 21301 Powerline Road, Suite 301 Boca Raton, FL 33433

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of March, 1999.

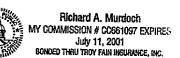
THOMAS J. IKVINE

STATE OF FLORIDA COUNTY OF PALM BEACH

NOTARY PUBLIC, State of Florida

[SEAL]

Printed Name of Notary/Serial Number
My Commission Expires:



FILED

WEST ARY OF STATE

OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of **AMERICA IN BUSINESS, INC**. at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:	day of March, 1999.	
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		Amo Amre
		THOMAS J. INVINE

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