



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 246029 4303929

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pujat*

ORDER DATE : May 19, 1999

ORDER TIME : 2:43 PM

ORDER NO. : 246029-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Cary Tremble  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

700002880357--8

DOMESTIC FILING

NAME: AMERICA'S BUSINESS CONSULTING  
AND SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*5/19/99*  
*[Signature]*

FILED  
99 MAY 19 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 MAY 19 PM 3:13  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**AMERICA'S BUSINESS CONSULTING AND SERVICES, INC.**

FILED  
99 JAN 19 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is AMERICA'S BUSINESS CONSULTING AND SERVICES, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The initial address of the principal office and the mailing address of the Corporation is c/o John Jacob Youle, 4418 South Ocean Boulevard, Highland Beach, Florida 33487.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

#### **ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until a successor is duly elected and qualified is:

John Jacob Youle  
4418 South Ocean Boulevard  
Higlang Beach, Florida 33487

#### **ARTICLE VII**

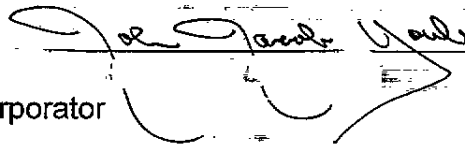
The name of the Incorporator is John Jacob Youle, 4418 South Ocean Boulevard, Higlang Beach, Florida 33487.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11th day of May 1999.

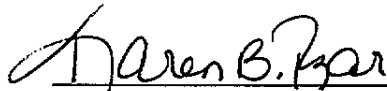
Incorporator

A handwritten signature in cursive script, appearing to read "John Jacob Youle", is written over a horizontal line. Below the line, there are several large, sweeping loops and flourishes that extend to the right.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of AMERICA'S BUSINESS CONSULTING AND SERVICES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company



Registered Agent

Dated: May 19, 1999

Karen B. Rozar, Asst. Sec.  
Corporation Service Company

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99 MAY 19 PM 3:59  
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