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TRANSMITTAL LETTER

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

500002940825--4  
-07/26/99-01046-013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** ABBACY MARKETING GROUP, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$78.75.

**FROM:**

Hal Zelman  
6157 NW 167<sup>th</sup> Street Ste F27  
Miami, FL 33015  
(305) 826-7668

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99 JUL 26 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FL 09003

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**ARTICLES OF INCORPORATION  
OF  
ABBACY MARKETING GROUP, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

ABBACY MARKETING GROUP, INC.

**ARTICLE II DURATION**

The period of its duration is perpetual.

**ARTICLE III PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States, the State of Florida, and any state or countries, including but not limited to sales representatives

**ARTICLE IV CAPITAL STOCK**

The corporation is authorized to issue one million (1,000,000) shares of authorized stock at one dollar (\$1.00) par value.

**ARTICLE V INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office are as follows:

Registered Agent

Hal Zelman

Initial Office Address

6157 NW 167<sup>th</sup> Street Ste F27  
Miami, FL 33015

**ARTICLE VI INITIAL BOARD OF DIRECTORS**

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This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director(s) of this corporation is:

Hal Zelman  
6157 NW 167<sup>th</sup> Street Ste F27  
Miami, FL 33015

#### **ARTICLE VII INCORPORATORS**

The name and address of the incorporator(s) is:

Hal Zelman  
6157 NW 167<sup>th</sup> Street Ste F27  
Miami, FL 33015

#### **ARTICLE VIII BY-LAW AMENDMENT**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IX INDEMNIFICATION**

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

#### **ARTICLE X INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

#### **ARTICLE XI AMENDMENT OF ARTICLES**

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

#### **ARTICLE XII DIRECTOR'S AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation, or by-laws. (FS §607.111).

#### **ARTICLE XIII PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE XIV MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each director.

#### **ARTICLE XV PRINCIPLE PLACE OF BUSINESS**

The corporation's principle place of business is:

6157 NW 167<sup>th</sup> Street Ste F27  
Miami, FL 33015

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of JULY 1999.

Hal Zelman  
HAL ZELMAN

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

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

ABBACY MARKETING GROUP, INC.

2. The name and address of the registered agent and office is:

Hal Zelman  
6157 NW 167<sup>th</sup> Street Ste F27  
Miami, FL 33015

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 the appointment as registered agent and agree to act in this capacity. I further agree to comply with the 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.

  
\_\_\_\_\_  
HAL ZELMAN

DATE: 7-19-99