

KATHLEEN A. PAPARELLA, P.A.  
ATTORNEY AT LAW

*P9900085952*

September 23, 1999

700002997187--9  
-09/27/99-01051-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State  
Department of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
99 SEP 27 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Filing of Articles of Incorporation  
ABS OF FLORIDA STATE CORP.

Bureau of Corporate Records:

Enclosed please find an original and a copy of Articles of Incorporation of ABS OF FLORIDA STATE CORP. filed on behalf of my client. Attached you will find check no. in the amount of \$78.75 for the filing fee and a Certified Copy.

Please file these Articles and return the certified copy to my office in the enclosed self addressed stamped envelope.

Thank you for your attention in this matter.

Sincerely,

*Kathleen A. Paparella*

Kathleen A. Paparella, Esquire  
KATHLEEN A. PAPARELLA, P.A.  
Enclosures

*PH 9/28/99*

ARTICLES OF INCORPORATION  
OF  
ABS OF FLORIDA STATE CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ABS OF FLORIDA STATE CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in and operate the business of buying and selling personal property and real property and all related businesses, and to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock, having a par value of \$1.00 which shall be designated as "Equal Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent is 3011 Exchange Court, Suite #102, West Palm Beach, Florida 33409 and the name of the initial registered agent is MITCHELL PRICE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

MITCHELL PRICE  
3011 Exchange Court, Suite 102  
West Palm Beach, FL 33409

BEHZAD SHIRAZPOUR  
3011 Exchange Court, Suite 102  
West Palm Beach, FL 33409

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

MITCHELL PRICE  
3011 Exchange Court, Suite 102  
West Palm Beach, FL 33409

BEHZAD SHIRAZPOUR  
3011 Exchange Court, Suite 102  
West Palm Beach, FL 33409

ARTICLE VIII - OFFICERS

The affairs of this corporation shall be administered by the officers holding the offices as designated in the bylaws. The names and addresses of the officers who shall serve until the first meeting of the Board of Directors are as follows:

BEHZAD SHIRAZPOUR - President and Treasurer

MITCHELL PRICE - Vice President and Secretary

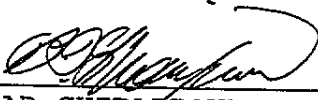
ARTICLE IX - AMENDMENT


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

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The business address of the corporation is 3011 Exchange Court, Suite 102, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 21st day of September, 1999.

  
BEHZAD SHIRAZPOUR  
SUBSCRIBER/INCORPORATOR

  
MITCHELL PRICE  
SUBSCRIBER/INCORPORATOR

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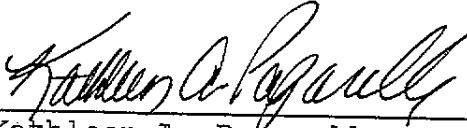
ACCEPTANCE OF POSITION AS REGISTERED AGENT

I hereby certify that I accept the position as registered agent for the corporation described herein. My address is 3011 Exchange Court, Suite 102, West Palm Beach, FL 33409.

  
MITCHELL PRICE  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of September, 1999 by BEHZAD SHIRAZPOUR AND MITCHELL PRICE, who are personally known to me and who did take an oath.

  
Kathleen A. Paparella  
Notary Public