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October 25, 1999

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-10/26/99--01044--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of Agabus, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Agabus, Inc. along with our client's check in the amount of \$70.00 to cover your costs associated with filing the same. Please file the enclosed on October 26, 1999 and forward a date stamped copy of the articles to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,  
*Meg F. Cebula*  
Meg F. Cebula  
Assistant to Paul A. Krasker

/mfc  
Enclosures

99 OCT 26 PM 1:27  
FILED  
DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

62-1201  
10/27/99

**ARTICLES OF INCORPORATION**

**OF**

**AGABUS, INC.**

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**  
**Name of Corporation**

The name of this Corporation shall be AGABUS, INC. (the "Corporation").

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**ARTICLE II**  
**Mailing Address and Principal Place of Business**

The mailing address and principal place of business of the Corporation is 470 West 36<sup>th</sup> Street, Riviera Beach, FL 33404-9863.

**ARTICLE III**  
**Purpose**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV  
Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V  
Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9<sup>th</sup> Floor, West Palm Beach, FL 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker.

ARTICLE VIII  
Initial Board of Directors

This Corporation shall have two (2) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Ralph Davis	470 West 36th Street
	Riviera Beach, Florida 33404-2210

ARTICLE IX  
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
Indemnification

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

ARTICLE XI  
Incorporator

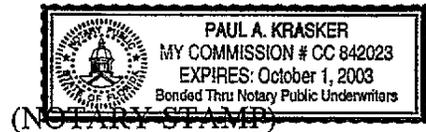
The name and address of the person signing these Articles is as follows: Ralph Davis  
470 West 36th Street, Riviera Beach, Florida 33404-2210.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_ day of October, 1999.

Ralph Davis  
Ralph Davis

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October, 1999, by Ralph Davis, as Incorporator of AGABUS, INC., on behalf of the Corporation, and he is personally known to me. or has produced \_\_\_\_\_ as identification and did take an oath.



Paul A. Krasker  
Notary Name: \_\_\_\_\_  
Notary Public  
Serial (Commission) Number  
(if any) CC 842023

SECRETARY OF STATE  
99 OCT 26 PM 1:28  
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I hereby accept appointment as Registered Agent of AGABUS, INC. as provide in Article VII, hereof.

Paul A. Krasker  
Paul A. Krasker  
Registered Agent