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CUNNINGHAM & CUNNINGHAM, P.A.

F. MALCOLM CUNNINGHAM, SR. (1927-1978)

T. J. CUNNINGHAM*

KIMBERLY J. CUNNINGHAM*

THOMAS J. CUNNINGHAM, JR.

PERSONAL INJURY & WRONGFUL DEATH

GENERAL PRACTICE

*ALSO MEMBER OF D.C. BAR

1897 PALM BEACH LAKES BOULEVARD

CROSS ROADS BUILDING, SUITE 201

WEST PALM BEACH, FLORIDA 33409

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December 13, 1999

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*****78.75 *****78.75

STATE OF FLORIDA
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of
ABS ENTERTAINMENT, INC.

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for ABS ENTERTAINMENT, INC. hereby submitted for filing and a check in the amount of \$78.75 as payment of the applicable fees:

Articles of Incorporation	\$35.00
Certified Copy	\$ 8.75
Designation of and Accepted by Registered Agent	\$35.00
TOTAL	\$78.75

Please forward the certified copy of the documents to the Firm's address as noted above.

Very truly yours,



T. J. Cunningham, Jr.
TJC, JR./cm

enclosures - Articles
Check

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ABS ENTERTAINMENT. INC.

The undersigned incorporators, for the purpose of forming a corporation, for profit, under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is ABS ENTERTAINMENT, INC.

ARTICLE II
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 4258 S. Landar Drive, Lake Worth, Florida 33463.

ARTICLE III
EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of the State, State of Florida; and shall have perpetual existence.

ARTICLE IV
PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be

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advantageously carried on in connection with or auxiliary to the preceding business.

2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one (1000) thousand. Such shares shall be of a single class, and shall have a par value of one (\$1.00) dollar per share, unless otherwise stated in these Articles, or any Amendment to these Articles. There shall be one (1) class of stock of this corporation, common stock.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4258 S. Landar Drive, Lake Worth, Florida, 33463, and the name of its initial registered agent at such address is ARTHUR B. STOCKLEY.

ARTICLE VII DIRECTORS

The number of directors constituting the corporation's initial Board of Directors is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NUMBER OF SHARES

ARTHUR B. STOCKLEY - President/Treasurer
4258 S. Landar Drive
Lake Worth, Florida 33463

80

REGINA STOCKLEY - Vice President/Secretary
4258 S. Landar Drive
Lake Worth, Florida 33463

20

ARTICLE VIII
INCORPORATORS

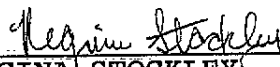
The name and address of each incorporator is:

ARTHUR B. STOCKLEY
4258 S. Landar Drive
Lake Worth, Florida 33463

REGINA STOCKLEY
4258 S. Landar Drive
Lake Worth, Florida 33463


IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation this 13th day of
December, 1999.


ARTHUR B. STOCKLEY


REGINA STOCKLEY

CUNNINGHAM & CUNNINGHAM, P.A.
1897 Palm Beach Lakes Boulevard
Cross Roads Building, Suite 201
West Palm Beach, Florida 33409

BY:


T. J. CUNNINGHAM, JR.
Florida Bar No. 0155391
Attorney for Incorporators

TELEPHONE: 561/683-2900

STATE OF FLORIDA

COUNTY OF PALM BEACH


BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County set forth above, personally appeared ARTHUR B. STOCKLEY and REGINA STOCKLEY, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13 th day of December, 1999.



NOTARY PUBLIC


MY COMMISSION EXPIRES:

 Kimberly Cunningham
My Commission CC788244
Expires November 4, 2002

APPOINTMENT OF REGISTERED AGENT

ABS ENTERTAINMENT, INC. by and through its initial Board of Directors, hereby appoint ARTHUR B. STOCKLEY, as Registered Agent, pursuant to Florida Statute Section 607, for the acceptance of process of service at the corporate principal place of business, 4258 S. Landar Drive, Lake Worth, Florida 33463, this 13 th day of December, 1999.


ARTHUR B. STOCKLEY


REGINA STOCKLEY

I, ARTHUR B. STOCKLEY, hereby accept the appointment as Registered Agent for ABS ENTERTAINMENT, INC. and will perform all duties required under Florida Statute 607.

DATED this 13 th day of December, 1999.


ARTHUR B. STOCKLEY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA