

2285204

**FILED**  
In the Office of the Secretary of State  
of the State of California  
OCT 11 2001  
*Bill Jones*  
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION  
OF  
abISP, Inc.

ONE: The name of this corporation is **abISP, Inc.**

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The name and address in this state of the corporation's initial agent for service of process is:

Alex Barron  
12230 El Camino Real, Suite 300  
San Diego, California 92130

FOUR: This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares which may be issued is one million (1,000,000) shares with a par value of One Cent (\$.01).

FIVE: The liability of directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.


SIX: This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions, or through agreements with the agents, or through

shareholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Code.

Any repeal or modification of this Article SIX shall only be prospective and shall not affect the rights under this Article in effect at the time of the alleged occurrence of any act or omission giving rise to liability or indemnification.

  
\_\_\_\_\_  
ALEX BARRON  
Incorporator

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.

  
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ALEX BARRON