TABLE OF CONTENTS

BYLAWS OF ABMC, INC.

ARTICLE I

CORPORATE OFFICE

The office and principal place of business of the corporation shall be located at 4746 Spottswood Ave. #343, Memphis, TN 38117. They may have other offices as the board of directors may determine as the business of the corporation may require.

ARTICLE II

SHAREHOLDERS

Section One. Annual Meeting. The annual meeting of the shareholders shall be held on the first Monday in March at 10:00 a.m., for the purpose of electing directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated for any annual meeting, or at any adjournment of the meeting, the board of directors shall cause the election to be held at a meeting of the shareholders as soon thereafter as may be convenient.

Section Two. Special Meetings. Special meetings of the shareholders may be called by the president, by the board of directors, or by the holders of not less than one-fifth of all the outstanding shares of the corporation.

Section Three. Place of Meeting. A waiver of notice signed by all shareholders may designate any place, as the place for the holding of any annual meeting or any special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Tennessee, except as otherwise provided in Section 5 of Article II.

Section Four. Notice of Meetings. Written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than two months before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears in the records of the corporation, with postage prepaid. When the meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken.

Section Five. Meeting of All Shareholders. If all of the shareholders shall meet at any time and place and consent in writing, signed by each shareholder, to the holding of a meeting at a time and place, such a meeting shall be valid without call or notice, and at such a meeting any corporate action may be taken. The consent shall be delivered to the corporation for inclusion in the minutes or corporate records.

Section Six. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of shareholders, this date in any case not to be more than 70 days and, for meeting of shareholders, not less than 10 days, immediately preceding the date of such a meeting. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring the dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, the determination shall apply to any adjournment of the meeting.

Section Seven. Voting Lists. After fixing a record date for a meeting, the officer or agent having charge of the transfer books or share of the corporation shall make, a complete list of the shareholders entitled to vote at such meeting, arranged by voting group and in alphabetical order, showing the address of and the number of shares registered in the name of the shareholder. Beginning two business days after notice of the meeting is given, the list shall be kept on file at the principal office of the corporation and shall be open to inspection by any shareholder, and to copying at the shareholder's expense, at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting. The original share ledger or transfer book, or a duplicate kept in the State of Tennessee, shall be prima facie evidence as to the shareholders who are entitled to examine such list, share ledger, or transfer book or to vote at any meeting of shareholders.

Section Eight. Quorum. A majority of the outstanding shares of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the Tennessee Business Corporation Act, the charter, or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting shall not cause failure of a duly constituted quorum at that meeting.

Section Nine. Proxies. At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder of his duly authorized attorney-in-fact. The proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section Ten. Voting of Shares. Unless otherwise provided in the charter, each outstanding share shall be entitled to one vote upon each matter submitted to vote at a meeting of shareholders.

Section Eleven. Voting of Shares by Certain Holders. Shares of a corporation held by the corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares entitled to vote at any given time.

Shares registered in the name of another corporation, domestic or foreign, may be voted by any officer, agent, proxy or other legal representative authorized to vote such shares under the law of incorporation of that corporation. A corporation may treat the president or other person holding the position of chief executive officer of that other corporation as authorized to vote such shares, together with any other person indicated and any other holder of an office indicated by the corporate shareholder to the corporation as a person or an officer authorized to vote such shares. The persons and offices indicated shall be registered by the corporation on the transfer books for shares and included in any voting list prepared in accordance with Section 7 of this Article.

Shares registered in the name of a deceased person, a minor ward, or a person under legal disability may be voted by his administrator, executor, or court-appointed guardian, either in person or by proxy, without a transfer of such shares into the name of the administrator, executor, or court-appointed guardian. Shares registered in the name of a trustee may be voted by the trustee, either in person or by proxy.

Shares registered in the name of a receiver may be voted by the receiver, and shares held by or under the control of a receiver may be voted by the receiver without the transfer of the shares into his name if authority to do so is contained in an appropriate transfer order of the court by which the receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote the shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Section Twelve. Inspectors. At any meeting of shareholders, the chairman of the meeting may, or upon the request of any shareholder shall, appoint one or more persons as inspectors for the meeting, unless an inspector or inspectors shall have been previously appointed for the meeting in the manner provided by the bylaws of the corporation.

The inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the shareholders.

Each report of an inspector shall be in writing and signed by him or by a majority of them if there be more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and results of the voting shall be prima facie evidence of the number of shares and results of voting.

Section Thirteen. Informal Action by Shareholders. Any action required to be taken at any annual or special meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting. If all shareholders entitled to vote on the action consent to taking such action, without a meeting, the affirmative vote of the number of shares that would be necessary to authorize or take such action at a meeting is the act of the shareholders. The action must be evidenced by one or more written consents describing the action taken, signed by each shareholder entitled to vote on the action in one or more counterparts, indicating each signing shareholder's vote or abstention on the action, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.

Section Fourteen. Voting by Ballot. Voting on any question or in any election may be by voice unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

Section Fifteen. Order of Business. The order of business at the annual meeting of shareholders and, insofar as possible, at all other meetings of shareholders, shall be as follows:

(a) Call to order.
(b) Proof of notice of meeting.
(c) Reading and disposing of any unapproved minutes.
(d) Reports of officers.
(e) Reports of committees.
(f) Election of directors.
(g) Disposition of unfinished business.
(h) Disposition of new business.
(i) Adjournment.

ARTICLE III

BOARD OF DIRECTORS

Section One. General Powers. Subject to the limitations of the charter, these bylaws, and the Tennessee Business Corporation Act concerning corporate action that must be authorized or approved by the shareholders of the corporation, all corporate powers shall be exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be controlled by the board.

Section Two. Number, Tenure, Qualifications, and Election. The board of directors shall consist of three persons who shall be shareholders of the corporation. The number of directors may be increased or decreased from time to time by amendment to these bylaws. Directors of the corporation shall be elected at the annual meeting of shareholders, or at a meeting held in lieu of the annual meeting as provided in Article II, above, and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

Section Three. Meetings.

(a) The board of directors shall hold an organizational meeting immediately following each annual meeting of shareholders. Additionally, regular meetings of the board of directors shall be held at such times as shall be fixed from time to time by resolution of the board.

(b) Special meetings of the board may be called at any time by the president, or if the president is absent or is unable or refuses to act, by any vice president or by any two members of the board.

(c) Notice need not be given of regular meetings of the board, nor need notice be given of adjourned meetings if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the adjournment period does not exceed one month. Notice of special meetings shall be in writing delivered in person or by first-class mail or telegram or cablegram at least two days prior to the date of the meeting. Neither the business to be transacted at nor the purpose of any such meeting need be specified in the notice. Attendance of a director at a meeting shall constitute a waiver of notice and a waiver of all objection to the place, time, and manner of calling the same, except where the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened and does not thereafter vote or assent to action taken at the meeting.

(d) Members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence at a meeting.

Section Four. Quorum and Voting. A majority of directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of directors present at a meeting at which a quorum is present shall constitute the acts of the board of directors. If, at any meeting of the board of directors, less than a quorum is present shall constitute the acts of the board of directors. If, at any meeting of the board of directors, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present. In the event vacancies exist on the board of directors, other than vacancies created by the removal of a director or directors by the shareholders or by an increase in the number of directors, the remaining directors, although less than a quorum, may elect a successor or successors for the unexpired term or terms by majority vote.

Section Five. Vacancies.

(a) A vacancy in the board of directors shall exist on the happening of any of the following events:

(1) A director dies, resigns or is removed from office.

(2) The authorized number of directors is increased without the simultaneous election of a director or directors to fill the newly authorized position.

(3) The shareholders at any annual, regular, or special meeting at which directors are to be elected, elect less than the number of directors authorized to be elected at that meeting.

(4) The board of directors declares vacant the office of a director who has been adjudicated of unsound mind or has been finally convicted of a felony or who, within 14 days after notice of his election to the board, neither accepts the office in writing nor attends a meeting of the board of directors.

A reduction in the authorized number of directors does not remove any director from office prior to the expiration of his term of office.

(b) A vacancy in the board of directors, except a vacancy occurring by the removal of a director, may be filled by the vote of a majority of the remaining directors, even though less than a quorum is present. Each director so elected shall hold office for the unexpired term of his predecessor in office. Any director that is to be filled as a result of an increase in the number of directors must be filled by election at an annual or special meeting of shareholders for that purpose.

Section Six. Removal.

(a) At any regular meeting of shareholders, or at any special meeting called for such a purpose, any director or directors may be removed from office, with or without cause, by the affirmative vote of the holders of a majority of the outstanding shares then entitled to vote at an election of directors, except that no director shall be removed at a meeting of shareholders unless the notice of such a meeting shall state that a purpose of the meeting is to vote upon removal of one or more directors named in the notice, and then only the named director or directors may be removed at such meeting.

(b) New directors may be elected by the shareholders for the unexpired terms of directors removed from office at the same meetings at which removals are voted. If the shareholders fail to elect persons to fill the unexpired terms of removed directors, such terms shall be considered vacancies to be filled by the remaining directors as provided in Section Five, above.

Section Seven. Compensation. Directors who are not employed as officers of the corporation shall be entitled to receive from the corporation compensation for their services as directors, and shall also be entitled to reimbursements for any reasonable expenses incurred in attending meetings of directors.

Section Eight. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. No indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation. Indemnification shall be made by the corporation only as authorized in the specific case on a determination by a majority of disinterested directors, that the individual met the applicable standard of conduct set forth above. Indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section Nine. Committees.

(a) A majority of directors may, by resolution, create one or more committees and appoint members of the board to serve on any one or more of such committees. Each committee shall have at least one member who shall serve at the pleasure of the board. A majority of any committee shall constitute a quorum and a majority of a quorum is necessary for committee action. Each committee, to the extent provided by the board in a resolution, shall have and exercise all of the authority of the board of directors in the management of the corporation, except that a committee may not authorize distributions, except according to a formula or method prescribed by the board of directors; approve or recommend to shareholders any act required by statute to be approved by shareholders; fill vacancies on the board or on any of it committees; amend the charter; adopt, amend, or repeal the bylaws; approve a plan of merger not requiring shareholder approval; authorize or approve the issuance or sale, or contract for sale, of shares or determine the designation and relative rights, preferences and limitations of a class series of shares, except that the board may authorize a committee to do so within limits specifically prescribed by the board of directors; or amend, alter, repeal, or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board of directors provides by its terms that it shall not be amended, altered, or repealed by action of a committee. Vacancies in the membership of any committee shall be filled by the board of directors.

(b) Any executive committee shall keep a written record of its proceedings and shall submit the record to the whole board at each regular meeting and at such other times as may be requested by the board. Failure to submit such a record, or failure of the board to approve any action indicated in the record shall not invalidate such action to the extent it has been carried out by the corporation prior to the time the record was or should have been submitted to the board as provided in these bylaws. A committee may act by unanimous consent in writing without a meeting and, subject to action by the board of directors, each committee, by a majority vote of its members, shall determine the time and place of meetings and the required notice.

Section Ten. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with a person acting as the secretary at the meeting before adjournment of the meeting or forwards such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section One. Enumeration of Offices. The corporation shall have as officers a president and a secretary. The board of directors, in its discretion, may appoint a chairman of the board, one or more additional vice presidents, one or more assistant secretaries, one or more treasurers, and other officers as the business of the corporation may require.

Section Two. Election and Term of Office. The principal officers of the corporation shall be appointed by the board of directors at its organizational meeting immediately following the annual meeting of shareholders, or as soon thereafter as is reasonably possible. Subordinate officers may be elected from time to time as the board may see fit. Each officer shall hold office until his successor is appointed and qualified, or until his resignation, death, or removal.

Section Three. Removal and Resignation. Any officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the board of directors. Removal shall be without prejudice to any contract rights of the officer removed.

Any officer may resign at any time by delivering notice to the corporation. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. An officer's resignation does not affect the corporation's contract rights, if any, with the officer.

Section Four. Vacancies. Vacancies in offices, however, occasioned, may be filled by election by the board of directors at any time for the unexpired terms of such offices.

Section Five. President; Powers and Duties. Subject to any supervisory duties that may be given by the board of directors to any chairman of the board, the president shall be the principal executive officer of the corporation. Subject to the control of the board of directors, the president shall supervise and direct generally all the business and affairs of the corporation. The president shall preside at all meetings of shareholders at which--he is present. The president may sign, with the secretary or any other officer of the corporation so authorized by the board of directors, certificates for shares of the corporation, and any deeds mortgages, bonds, contracts, or other instruments that the board of directors has authorized for execution, except when the signing and execution has been expressly delegated by the board of directors of these bylaws to some other officer or agent of the corporation or is required by law to be otherwise signed or executed. The president shall also make reports to the board of directors and shareholders and in general shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section Six. Vice-President; Powers and Duties. In the absence of the president of the corporation or in the event of his death or inability or refusal to act, the vice-president, if a vice-president has been appointed by the board of directors, shall perform the duties of the president and, when so acting shall act with all of the powers of and be subject to all the restrictions on the president. In the event more than one vice-president is appointed, the vice-presidents shall serve in the capacity of the president in order designated at the time of their appointment or, in the absence of such designation, in the order of their appointment. Any vice-president may sign share certificates with the secretary or an assistant secretary. The vice-president or vice-presidents shall also perform such other duties as may be assigned, from time to time, by the president or the board of directors.

Section Seven. Treasurer; Powers and Duties. The treasurer, if any, of the corporation shall have the following powers and duties:

(a) To be custodian and take charge of and be responsible for all funds and securities of the corporation;

(b) To receive and give receipts for money due and paid to the corporation from any source whatsoever;

(c) To deposit all monies paid to the corporation in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws;

(d) To perform all of the duties incidental to the office of treasurer and such other duties as may be assigned to the treasurer, from time to time, by the president or the board of directors;

(e) To give a bond for faithful discharge of his duties when required to do so by the board of directors.

Section Eight. Secretary; Powers and Duties. The secretary of the corporation shall have the following powers and duties:

(a) To keep the minutes for the meetings of shareholders and of the board of directors, in one or more books provided for that purpose;

(b) To see that all notices are duly given, in accordance with these bylaws or as required by law;

(c) To be custodian of the corporate records and the seal of the corporation;

(d) To see that the seal of the corporation is affixed to all documents duly authorized for execution under seal on behalf of the corporation;

(e) To keep a register of the post-office address of each shareholder whose address shall be furnished to the secretary by the shareholder;

(f) To sign with the president, or a vice-president, certificates for corporate shares the issuance of which have been authorized by resolution of the board of directors;

(g) To certify the bylaws, resolutions of the shareholders and board of directors and committees, and other documents of the corporation as true and correct copies;

(h) To have general charge of the stock transfer books of the corporation; and

(i) To perform all duties incidental to the office of secretary and such other duties as may be assigned to the secretary, from time to time, by the president or the board of directors.

Section Nine. Subordinate Officers. Other subordinate officers, including without limitation an assistant treasurer or treasurers and an assistant secretary or secretaries may be appointed by the board of directors from time to time, and shall exercise powers and perform duties as may be delegated to them by the resolutions appointing them, or by subsequent resolution adopted by the board of directors from time to time.

Section Ten. Absence or Disability of Officers. In the case of the absence or disability of any officer of the corporation and of any person authorized to act in his place during such absence or disability, the board of directors may, by resolution, delegate the powers and duties of that officer to any other officer, or to any director, or to any other person whom it may select.

Section Eleven. Salaries. The salaries of all officers of the corporation shall be fixed from time to time by the board of directors. No officer shall be disqualified from receiving a salary by reason of also being a director of the corporation and receiving compensation for being a director.

ARTICLE V

STOCK CERTIFICATES

Section One. Form. The issued shares of the corporation shall be represented by certificates or shall be uncertificated shares. The certificates shall be in such form as shall be determined by the board of directors, and shall be numbered and entered in the books of the corporation as they are issued. Each certificate shall (a) exhibit the registered holder's name and the number and class of shares, and the designation of any series, that it evidences; (b) state that the corporation is organized under the laws of the State of Tennessee; and (c) set forth such other statements as may be required by statute. Each certificate shall be signed by the president or a vice-president and by the secretary or an assistant secretary. In case any one or more of the officers who have signed any certificate shall cease to be such officer or officers of the corporation before such certificate is issued and delivered, it may nonetheless be issued and delivered with the same effect as if such officer or officers had continued in office. No certificate shall be issued for any share until the share is fully paid.

Section Two. Subscription for Shares. Subscriptions for shares of the corporation shall be valid only if they are in writing. Unless otherwise provided in the subscription agreement, subscriptions for shares shall be paid in full as such time, or in such installments and at such times, as shall be determined by the board of directors. Any call made by the board of directors for payment on subscriptions shall be uniform as to all shares of the same series, as the case may be. In case of default in the payment of any installment or call when such payment is due, the corporation may proceed to collect the amount due in the same manner as any debt due the corporation.

Section Three. Transfers. Transfers of shares of the corporation shall be made only on the books of the corporation by the holder of record or by the holder's legal representative, who shall furnish proper evidence of authority to transfer, or by an attorney authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate of such shares.

Section Four. Lost, Destroyed and Stolen Certificates. No certificate for shares of stock in the corporation shall be issued in place of any certificate alleged to have been lost, destroyed, stolen, or mutilated except on production of such evidence and provision of such indemnity to the corporation as the board of directors may prescribe.

ARTICLE VI

CORPORATE ACTIONS

Section One. Contracts. The board of directors may authorize any officer or officers, or any agent or agents of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section Two. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the president or the board of directors. Such authority may be general or confined to specific instances.

Section Three. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money by or to the corporation, and all notes and other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section Four. Bank Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Five. Voting Securities Held by the Corporation. Unless otherwise ordered by the board of directors, the president, or any vice-president and the secretary or an assistant secretary of the corporation shall have authority to vote, represent, and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation standing in the name of the corporation. Such authority may be exercised by the designated officers in person or by proxy.

ARTICLE VII

MISCELLANEOUS

Section One. Reports to Shareholders. The board of directors shall cause an annual report to be sent to the shareholders of the corporation, not later than four months after the close of the fiscal year of the corporation. The report shall include a balance sheet as of the close of the fiscal year of the corporation, an income statement for the year ending on such closing date and a statement of changes in shareholders' equity for the year unless that information appears elsewhere in the financial statements. The financial statements shall be prepared from and in accordance with the books of the corporation, in conformity with generally accepted accounting principles applied on a consistent basis, and shall be certified by an independent certified public accountant.

Section Two. Inspection of Corporate Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of all meetings of shareholders, directors and committees. Additionally, a record shall be kept at the principal office of the corporation, giving the names and addresses of all shareholders and the number and class and classes of shares held by each. Any person who is a shareholder of record shall have the right to examine and copy, in person or by agent, at any reasonable time or times, the corporation's books and records of account, minutes, voting trust agreements filed with the corporation and record of shareholders, but only for a proper purpose. In order to exercise this right, a shareholder must make written demand upon the corporation at least five business days before the date on which--he wishes to inspect and copy, stating with particularity the records sought to be examined and the purpose of the examination.

Section Three. Inspection of Charter and Bylaws. The original or a copy of the charter and bylaws of the corporation, as amended or otherwise altered to date, and certified by the secretary of the corporation shall, at all times, be kept at 4746 Spottwood Ave. #343, Memphis, TN 38117. Such charter and bylaws shall be open to inspection by all shareholders of record or holders of voting trust certificates at all reasonable times during the business hours of the corporation.

Section Four. Fiscal Year. The fiscal year of the corporation shall be determined by the board of directors, and in the absence of such determination, shall be the calendar year.

ARTICLE VIII

AMENDMENTS

Unless otherwise provided in the charter, these bylaws may be altered, amended, or repealed by the shareholders or the board of directors, but no bylaw adopted by the shareholders may be altered, amended, or repealed by the board of directors.

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

SHAREHOLDERS

OF

ABMC, INC

WE, the undersigned, being all the Shareholders of the Corporation, hereby agree and consent that a special meeting of the Shareholders of the Corporation be held and do hereby waive all notice whatsoever of such meeting an any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Shareholders present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: 100 N. Main St., Ste. 923
Memphis, TN 38103

Date of Meeting: 4-29-2002

Time of Meeting: 3:00 p.m.

Purpose of Meeting: To appoint the Officers of the Corporation.

Dated:

Michael John Haugh

Ketan Patel

Matthew Stephen Bailey

MINUTES OF INITIAL MEETING

OF THE SHAREHOLDERS

OF ABMC, INC

The initial meeting of the Shareholders of ABMC, Inc., was held on the date, time and at the place set forth in the written waiver of notice signed by all the Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

By unanimous vote, Michael John Haugh was chosen as Chairman and Matthew Stephen Bailey was chosen as Secretary of the meeting. The Secretary presented a Waiver of Notice of the meeting signed by all of the Shareholders of the Corporation. The Chairman directed that the original of such Waiver be prefixed to the Minutes of this meeting.

The Secretary presented a certified copy of the Certificate of Incorporation, and upon motion made and duly carried, it was:

RESOLVED, that the original Certificate of Incorporation of this Corporation, filed in the office of the Secretary of State of the State of Tennessee is hereby approved.

RESOLVED, FURTHER, that all of the actions taken by the incorporator of this Corporation to effect the incorporation of this Corporation are hereby approved, ratified, confirmed and adopted by and on behalf of this Corporation.

The Secretary presented a form of By-Laws for the regulations of the affairs of the Corporation. Upon motion made and duly carried, it was:

RESOVLED, FURTHER, that the By-Laws for the regulation of the affairs of this Corporation, attached hereto as Exhibit "A" and incorporated herein by reference, are hereby ratified, adopted and approved as the By-Laws of this Corporation and shall be filed with the minutes of the Corporation.

RESOLVED, FURTHER, that pursuant to Section 2.1 of the By-Laws of this Corporation, the Board of Directors shall consist of three members.

The Secretary presented to the meeting a proposes form of certificate of the Corporation's Common Stock. The Chairman directed that a specimen of such form of certificate be annexed to the Minutes of this meeting. Upon motion duly made and duly carried, it was:

RESOLVED, FURTHER, that the form of stock certificate representing shares of Common Stock, par value zero ($0.00) per share, a specimen of which is attached hereto as Exhibit "B", is adopted as the form of stock certificate for the Common Stock of the Corporation.

The following persons were nominated to hold the offices of the Corporation set forth opposite their respective names. Upon motion made and duly adopted, it was:

RESOLVED, FURTHER, that the following persons be and each of them hereby is elected to serve in the offices of the Corporation set opposite their respective names, each to hold such offices until his or her respective successor is duly elected and qualified or until his earlier resignation or removal:

	Name	Office
1.	Michael John Haugh	President
2.	Matthew Stephen Bailey	Secretary
3.	Ketan Patel	Treasurer

The Chairman stated that the Corporation may wish to qualify to do business in other jurisdictions in order to carry on the business of the Corporation. Upon motion made and duly carried, it was:

RESOLVED, FURTHER, that for the purpose of authorizing the Corporation to do business in any jurisdiction in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation be and each of them hereby is authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and under the corporate seal if required, to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such jurisdiction to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process and to file such certificate, reports, revocations of appointment, or surrenders of authority as may be necessary to terminate the authority of the Corporation to do business in any such jurisdiction.

The Chairman suggested that the Treasurer of the Corporation be authorized to pay all expenses and reimburse all persons for expenditures made in connection with the organization of the Corporation, and that the Secretary and the Treasurer be authorized to procure proper books for the maintenance of the records of the Corporation. Upon motion made and duly carried, it was:

RESOLVED, FURTHER, that the President, Vice-President, Secretary and Treasurer be, and each of them hereby is, authorized and directed, for an on behalf of the Corporation, to pay all charges and expenses incident to or arising out of the incorporation of the Corporation and to reimburse the persons who have made any disbursements therefor.

RESOLVED, FURTHER, that the officers of the Corporation be, and each of them hereby is authorized and empowered on behalf of the Corporation to pay any other such fees and expenses and to do such other acts and things as they may deem necessary or advisable in connection with the carrying out of any of the matters or purposes set forth in the foregoing resolutions.

RESOLVED, FURTHER, that the Secretary and the Treasurer of this Corporation be and hereby are authorized and directed to procure all appropriate corporate books, books of account and stock books that may be deemed necessary or appropriate in connection with the business of this Corporation.

The Chairman suggested that the Corporation adopt a fiscal year end and set a date for the annual meeting of the Stockholders and Directors of the Corporation. Upon motion made and duly carried, it was:

RESOLVED, FURTHER, that the date for the annual meeting of the Corporation be and the same hereby is fixed as the day of the 1st of March each year.

RESOLVED, FURTHER, that the fiscal year of the Corporatin shall commence on the 1st day of January and shall end on the day of December 31st of each year.

The Chairman indicated that the Stockholders of the Corporation desired the Corporation to be qualified with the Internal Revenue Service as an S Corporation. Upon motion made and duly carried, it was:

RESOLVED, FURTHER, that the appropriate officers of the Corporation be and each of them hereby is authorized and directed to take any action deemed necessary or advisable to qualify this Corporation as a S Corporation under Section 1361 of the Internal Revenue Code.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Secretary, Matthew Stephen Bailey

MINUTES OF MEETING

OF THE SHAREHOLDERS

OF ABMC, INC

A meeting of the Shareholders of ABMC, Inc., was held on the date, time and at the place set forth in the written waiver of notice signed by all the Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED,

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

____

Secretary

Approved:

____

President, Michael John Haugh

STOCK CERTIFICATE

ABMC, INC.

THIS IS TO CERTIFY that MATTHEW STEPHEN BAILEY is the owner of 500 fully paid and non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed.

WITNESS, the seal of the Corporation and the signature of its duly authorized officers

DATED: April 29, 2002

SECRETARY

PRESIDENT

STOCK CERTIFICATE

ABMC, INC.

THIS IS TO CERTIFY that KETAN PATEL is the owner of 500 fully paid and non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed.

WITNESS, the seal of the Corporation and the signature of its duly authorized officers

DATED: April 27, 2002

SECRETARY

PRESIDENT

STOCK CERTIFICATE

ABMC, INC.

THIS IS TO CERTIFY that MICHAEL JOHN HAUGH is the owner of 500 fully paid and non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed.

WITNESS, the seal of the Corporation and the signature of its duly authorized officers

DATED: April 29, 2002

SECRETARY

PRESIDENT

CHARTER

Of

ABMC, INC.

RECEIVED
SECRETARY OF STATE
2002 MAY 31 AM 9:37

FILED

Pursuant to the provisions of The Tennessee Business Corporation Act of 1983, the undersigned incorporators hereby adopt the following charter.

SECTION 1

NAME

The name of the corporation is ABMC, Inc.

SECTION 2

REGISTERED AGENT AND OFFICE

The address of the initial registered office of the corporation in the State of Tennessee is 9538 Salem Terrace, Arlington, TN 38002 in the County of Shelby, and the name of the initial registered agent at that address is Paul Forrest Craig.

SECTION 3

CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the date and time of the filing of this charter by the Secretary of State.

SECTION 4

CORPORATE PURPOSES

The purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Tennessee Business Corporation Act.

SECTION 5

CAPITAL STOCK PROVISIONS

1. The aggregate number of share which the corporation is authorized to issue is 3000, which shares shall together have unlimited voting rights and be entitled to receive the net assets of the corporation upon dissolution.

2. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist in respect of any of the shares of the corporation.

3. All shareholders shall have preemptive rights in their shares.

SECTION 6

INITIAL PRINCIPAL OFFICE

The street address and zip code of the initial principal office of the corporation is 4746 Spottswood Ave. #343, Memphis, TN 38117.

SECTION 7

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and qualify are:

Name	Address
Michael John Haugh	4503 Fair Meadow Road Memphis, TN 38117
Ketan Patel	1180 Natchez Point #21 Memphis, TN 38103
Matthew Stephen Bailey	1975 Wirily Lane Cordova, TN 38106

SECTION 8

INCORPORATORS

The name, address and zip code of each incorporator is as follows:

Name	Address
Michael John Haugh	4503 Fair Meadow Road Memphis, TN 38117
Ketan Patel	1180 Natchez Point #21 Memphis, TN 38103
Matthew Stephen Bailey	1975 Wirily Lane Cordova, TN 38106

SECTION 9

CORPORATION FOR PROFIT

The corporation is for profit.

Dated: ~~April 8, 2002~~
April 29, 2002

MICHAEL JOHN HAUGH

KETAN PATEL

MATTHEW STEPHEN BAILEY