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FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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400 EAST GANES STREET

MIAMI FL 33137

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DEUCE, UINC.

FAX AUDIT NUMBER: H90000000391

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TALLAHASSEE, FLORIDA

5/6

DIVISION OF CORPORATIONS

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MAY-06-1996 13:42

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ARTICLES OF INCORPORATION
OF
DEUCE, INC.

(9)

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

I.

The name of the corporation shall be DEUCE, INC.

II.

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To engage in the management and operation of selling records, C.D.'s, clothing and miscellaneous retail items, and to do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

C. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

PREPARED BY: ALAN J. SHUMAKER, ESQ.
2900 Middle Street, 2nd Floor
Miami, Florida 33133
Tel: (305) 440-3440
FLORIDA BAR NO. 388138

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ARTICLES OF INCORPORATION OF
DEUCE, INC.
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D. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

E. Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$.01 per value.

IV.

The amount of capital with which this corporation shall begin business shall be \$200.00.

V.

PREPARED BY: ALAN J. SHUMNER, ESQ.
3000 Middle Street, 2nd Floor
Miami, Florida 33133
Tel: (305) 448-3440
FLORIDA BAR NO. 306138

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ARTICLES OF INCORPORATION OF
DEUCE, INC.
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The existence of this corporation shall be perpetual.

VI.

The initial office of this corporation shall be located at 2804 Edgewater Drive,
Orlando, Florida 32804.

VII.

The Board of Directors of this corporation shall consist of not less than one (1) and
not more than ten (10) members.

VIII.

The name and address of the first Board of Directors, who shall, subject to these
Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of
the corporation's existence, or until their successors shall have been elected and qualified,
and the number of shares of stock each agrees to take, the total aggregate amount of
which shall be the sum of Two Hundred and Fifty (\$250,00) Dollars, the amount of capital
with which this corporation shall begin business, are as follows:

NAME	ADDRESS	SHARES	AMOUNT
ARTHUR MELVIN	1632 N.W. 1st Court Homestead, Florida 33034	100	

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Miami, Florida 33133
Tel: (305) 448-5443
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ARTICLES OF INCORPORATION OF
DEUCE, INC.
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IX.

The registered agent and the registered office for this corporation are:

ALAN J. SHUMNER, ESQUIRE
2900 SW 28th Terrace, 2nd Floor
Coconut Grove, Florida 33133

X.

The name and address of the incorporator of these Articles of Incorporation is:

ARTHUR MELVIN
1632 N.W. 18T COURT
HOMESTEAD, FLORIDA 33034

XI.

The officers of the corporation until the first meeting of the corporation Board of
Directors, or until successors are elected, shall be:

PRESIDENT/SECRETARY
VICE-PRESIDENT
TREASURER

ARTHUR MELVIN
ARTHUR MELVIN
ARTHUR MELVIN

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PREPARED BY: ALAN J. SHUMNER, ESQ.
2900 Middle Street, 2nd Floor
Miami, Florida 33133
Tel: (305) 445-3443
FLORIDA BAR NO. 368138

ARTICLES OF INCORPORATION OF
DEUCE, INC. 4
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XII.

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

WITNESS my hand and seal this 3rd day of May 1998.

Arthur L. Melvin
ARTHUR MELVIN

H96000006391

PREPARED BY: ALAN J. SHUBEN, ESQ.
2000 Middle Street, 2nd Floor
Miami, Florida 33133
Tel: (305) 448-3440
FLORIDA BAR NO. 388138

ARTICLES OF INCORPORATION OF
DEUCE, INC.
Page 6

SWORN AND SUBSCRIBED TO before me in Miami, Dade County,
Florida, this 28 day of May, 1996.

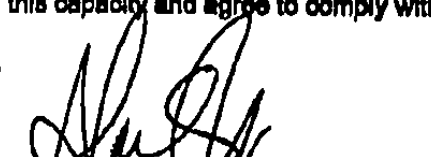

NOTARY PUBLIC, State of
Florida at Large

My Commission Expires: 6-28-98

XIII.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made Initial Registered Agent to accept service of process of the
corporation at the initial registered office designated in these Articles of Incorporation, I
hereby accept such status and consent to act in this capacity and agree to comply with all
the requirements of the law pertaining thereto.


ALAN J. SHUMNER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED**

In compliance with Chapter 607.034 Florida Statutes, the following is submitted:

FIRST, DEUCE, INC., desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of Incorporation at the City of Orlando,

PREPARED BY: ALAN J. SHUMNER, ESQ.
2000 Middle Street, 2nd Floor
Miami, Florida 33133
Tel: (305) 446-3440

FLORIDA BAR NO. 7004100

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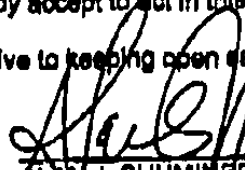
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ARTICLES OF INCORPORATION OF
DEUCE, INC.
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County of Orange, State of Florida, has named ALAN J. SHUMINER, located at 2800 SW 28th Terrace, 2nd Floor, Coconut Grove, Florida, 33133 County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ALAN J. SHUMINER, Registered
Agent

STATE OF FLORIDA)
COUNTY OF DADE) ss:

BEFORE ME, the undersigned authority, personally appeared, ARTHUR MELVIN, who being first duly sworn by me, under oath, deposes and says:

1. I am ARTHUR MELVIN, of DEUCE, INC., to do business at 2804 Edgewater Drive, Orlando, Florida 32804.

FURTHER AFFIANT SAYETH NOT.


ARTHUR MELVIN

PREPARED BY: ALAN J. SHUMINER, ESQ.
2800 Middle Street, 2nd Floor
Miami, Florida 33133
Tel: (305) 448-3440
FLORIDA BAR NO. 380138

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ARTICLES OF INCORPORATION OF
DEUCE, INC.
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SWORN AND SUBSCRIBED TO before me this 3rd day of May
1996, in Miami, Dade County, Florida.


NOTARY PUBLIC, State of
Florida at Large

My commission expires: 6-28-98

FILED
96 MAY -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PREPARED BY: ALAN J. SHUMNER, Esq.
2805 Middle Street, 2nd Floor
Miami, Florida 33138
Tel: (305) 449-8440
FLORIDA BAR NO. 388130