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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 358-7832

FLORIDA PROFIT CORPORATION OR P.A.**THE MILFORT INVESTMENT AND ASSOCIATES, INC.**

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLE OF INCORPORATION
OF

The Milfort Investment and Associates, Inc.

The undersigned incorporations(s), being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

Article I

The name of this Corporation shall be:

The Milfort Investment and Associates, Inc.

Article II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida and shall commence existence upon the date of filing with the Division of Corporations, State of Florida, and shall have perpetual existence.

Article III

The place of business of this Corporation is:

3360 N.W. 37th Street
Miami, Florida 33142

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Article IV

The general nature of Business of this Corporation is to transact any and all lawful business.

Article V

The aggregate number of shares, which this Corporation shall have authority to issue, is 10,000 shares having an individual par value of \$1.00.

Unless otherwise stated in these Articles, or in an amendment to these Articles, there shall be only one (1) class of stock of this Corporation.

Article VI

The amount of capital with which this Corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

Article VII

The principal office of the Corporation shall be at: The Milfort Investment and Associates, Inc., 3360 N.W. 37th Street, Miami, Florida 33142
Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

Article VIII

The name and street address of the registered agent of this Corporation is:

Roosevelt Milfort, 5700 S.W. 148th Place, Miami, Florida 33193.

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Article IX

The business of the Corporation shall be conducted by a Board of Directors of not less than One (1), to be increased at the discretion of the Board of Directors.

Article X

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

Roosevelt Milfort, 5700 S.W. 148th Place, Miami, Florida 33193

Marie Yolette Milfort, 5700 S.W. 148th Place, Miami, Florida 33193

Darnell Milfort, Director, 5700 S.W. 148th Place, Miami, Florida 33193

Article XI

The name and post office address of the officers of the Corporation are as follows:

Roosevelt Milfort, President/Treasurer
5700 S.W. 148th Place, Miami, Florida 33193

Marie Yolette Milfort, V/President
5700 S.W. 148th Place, Miami, Florida 33193

Darnell Milfort, Secretary/D
5700 S.W. 148th Place
Miami, Florida 33193

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Article XII

The name and post office address of the Subscriber of these Articles of Incorporation is:

Roosevelt Milfort, 5700 S.W. 148th Place, Miami, Florida 33193

Article XIII

This Corporation shall indemnify any Officer or Director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

Article XIV

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

Article XV

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt an plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

Article XVI

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

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Article XVII

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: The Milfort Investment and Associates, Inc.
2. The name and post office address of the Registered Agent is:

Roosevelt Milfort, 5700 S.W. 148th Place, Miami, Florida 33193

SIGNATURE: Roosevelt Milfort
TITLE: President/Treasurer
DATE: 7/15/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFROMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: Rosemarie Milfort
DATE: 7/15/01

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Article XVIII

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person in Article XII above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this 14th of July, 2001.

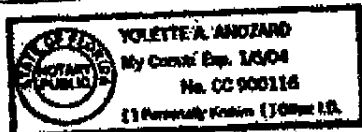

Roosevelt Milfort

STATE OF FLORIDA COUNTY OF DADE BEFORE ME, the undersigned authority, personally appeared, Roosevelt Milfort to me known to be the person described herein and whose name is signed on the foregoing Certificate of Incorporation of **The Milfort Investment and Associates, Inc.** and who is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that she executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBE this 14th day of July, 2001

 Notary Public, State of Florida - At Large

My Commission Expires:



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