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ACE USA DISTRIBUTORS, INC.
1802-102 N. UNIVERSITY DRIVE #347, PLANTATION, FLORIDA 33322
(954) 583-9085

December 28, 2001

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-01/07/02--01063--007
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: INCORPORATION OF
ACE USA DISTRIBUTORS, INC.

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Corporation of ACE USA DISTRIBUTORS, INC. and a check for:

<input checked="" type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certificate Copy	Filing Fee, Certificate Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: CAROL MARSH
Name (Printed or typed)

1802-102 N. UNIVERSITY DRIVE #347
Address

PLANTATION, FLORIDA 33322
City, State & Zip

(954) 583-9085
Daytime Telephone Number

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02 JAN -7 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EX 1/10

ARTICLES OF INCORPORATION
OF
ACE USA DISTRIBUTORS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: **ACE USA DISTRIBUTORS, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1802-102 N. UNIVERSITY DRIVE #347, PLANTATION, FLORIDA 33322

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
one hundred (100) of no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

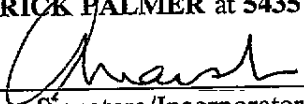
The name and Florida street address of the initial registered agent are: **CAROL MARSH at 5435 NW 10 CT #207, PLANTATION, FLORIDA 33313**

ARTICLE V - INCORPORATOR

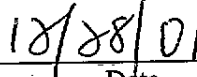
The **name and address** of the incorporator of these Articles of Incorporation are:
CAROL MARSH at 5435 NW 10 CT #207, PLANTATION, FLORIDA 33313

ARTICLE VI - DIRECTORS

The corporation shall have three (3) directors, and the initial directors shall be:
CAROL MARSH at 5435 NW 10 CT #207, PLANTATION, FLORIDA 33313 and
VICTOR JAMES at 2157 SW 175 AVENUE, MIRAMAR, FLORIDA 33029
PATRICK PALMER at 5435 NW 10 CT #207, PLANTATION, FLORIDA 33313



Signature/Incorporator



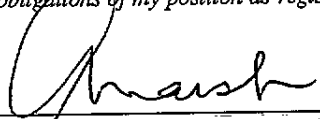
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

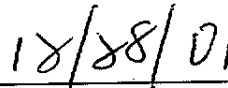
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent



Date