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FLORIDA PROFIT CORPORATION OR P.A.

FRED LIPPERT, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 22, 2005

ACE INDUSTRIES, INC.

SUBJECT: FRED LIPPERT, INC.
REF: W05000008984

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ARTICLES OF INCORPORATION
OF
FRED LIPPERT, INC.

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES, AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

FRED LIPPERT, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS:

15071 WOODBURY ROAD
BROOKSVILLE, FLORIDA 34604

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

15071 WOODBURY ROAD
BROOKSVILLE, FLORIDA 34604

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

FREDRIC A. LIPPERT

ARTICLE VII - NUMBER OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

FREDRIC A. LIPPERT
15071 WOODBURY ROAD
BROOKSVILLE, FLORIDA 34604

ARTICLE IX - OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT:	FREDRIC A. LIPPERT
VICE PRESIDENT:	
SECRETARY:	FREDRIC A. LIPPERT
TREASURER:	FREDRIC A. LIPPERT

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

ARTICLE X - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBER SIGNING THESE ARTICLES ARE AS FOLLOWS:

FREDRIC A. LIPPERT
15071 WOODBURY ROAD
BROOKSVILLE, FLORIDA 34604

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

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ARTICLE XII - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XIII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIV - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1249 OF THE INTERNAL REVENUE CODE.

ARTICLE XV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

FREDRIC A. LIPPERT 100 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 18th DAY OF February, 2005.

x 
FREDRIC A. LIPPERT


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STATE OF FLORIDA
COUNTY OF Alameda

BEFORE ME PERSONALLY APPEARED Frederic A. Lipert TO ME WELL
KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE
FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE ME THAT HE/SHE
EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 18th DAY OF
February, 2005.

Marybeth Conway
NOTARY PUBLIC, STATE OF FLORIDA

PRINT NOTAR

PERSONALLY KNOWN ✓ OR
TYPE OF IDENTIFICATION PRODUCED _____

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FRED LIPPERT, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 15071
WOODBURY ROAD, BROOKSVILLE, COUNTY OF HERNANDO, STATE OF FLORIDA, HAS
NAMED FREDRIC A. LIPPERT, AT THAT ADDRESS, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: 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 AGREE TO COMPLY
WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

x 
FREDRIC A. LIPPERT

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