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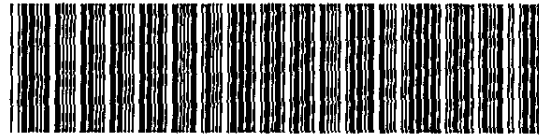
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. L. 9-23

PATRICK SMITH
30 E. 2nd Street
Chuluota, Fl 32766
407-366-2732

September 22, 2005

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

Enclosed are two copies of the Articles of Incorporation for ACE CLUTCH, INC

Enclosed is a check for in the amount of \$ 78.75 for this incorporation.

Sincerely,

A handwritten signature in black ink, appearing to read 'P. Smith', written over the printed name.

Patrick Smith

Encls: 3

ARTICLES OF INCORPORATION FILED

OF

ACE CLUTCH INC

05 SEP 23 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is ACE CLUTCH, INC

ARTICLE II

The general character or nature of the business to be transacted by this corporation is as follows:

- (a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands to owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or unimproved, or any right or interest therein.
- (b) To acquire, by purchase, lease, manufacture or otherwise, any personal deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.
- (f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.
- (h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III – CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV – INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$ 1000.00.

ARTICLE V – TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI – ADDRESS

The initial street address of the principal office of this corporation is to be at 30 E. 2ND Street, Chuluota, Florida 32766. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII – SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII – LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder, or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX – SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are

directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon an transaction with the corporation without regard to the fact he is also a director of such subsidiary or corporation.

ARTICLE X – DIRECTOR(S)

The corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one.

ARTICLE XI – INITIAL DIRECTOR (S)

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

Patrick Smith	30 E. 2 nd Street	Chuluota, Fl 32766
Alan Herod	501 E. 3 rd Street	Chuluota, Fl 32766

ARTICLE XII – SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
Patrick Smith	30 E. 2 nd Street Chuluota, Fl 32766	500	\$ 500.00
Alan Herod	501 E. 3 rd Street Chuluota, Fl 32766	500	\$ 500.00

ARTICLE XIII – EFFECTIVE DATE

These Articles of Incorporation shall be effective on September 22, 2005

ARTICLE IX – REGISTERED AGENT

The registered agent of this corporation shall be

Patrick Smith
30 E. 2nd Street
Chuluota, FL 32766



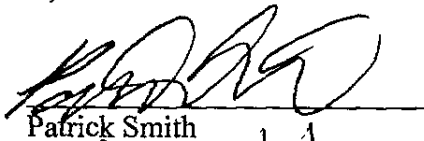
Patrick Smith,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

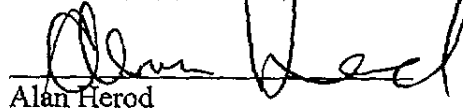
ARTICLE XV- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We (I) have hereunto set our (my) hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22nd day of September, 2005.



Patrick Smith



Alan Herod

State of Florida

County of Seminole

Before me personally appeared PATRICK SMITH
AND ALAN HERON
to me well known and known to me to be the individual described in and who executed
the foregoing Articles of Incorporation and acknowledged before me that ~~they~~
executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this
21st day of SEPTEMBER, 2005.



Greta A. Barnard
GRETA A. BARNARD