

JAMES R. KAY, P.A.

ATTORNEY & COUNSELLOR

April 24, 1995

Via Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation
for ACE CAD, INC.

Dear Ladies/Gentlemen:

Enclosed you will find the original Articles of Incorporation and one copy, along with this firm's trust check in the amount of \$122.50. Please return a certified copy of the Articles of Incorporation to the undersigned by utilizing the enclosed pre-addressed Federal Express form.

If you should have any questions, please do not hesitate to contact the undersigned. Thanking you in advance for your cooperation in this matter, I am

Very truly yours,

Bonnie L. Pastl
Legal Assistant

ENCLOSURE 146885.78
04/29/95 01088-007
***122.50 ***122.50

/blp
Enclosures

cc: James R. Kay, Esq.

ARTICLES OF INCORPORATION
OF
ACE CAD, INC.

ARTICLE I

Name

The name of the corporation is ACE CAD, INC. and its principal business address is c/o James R. Kay, P.A., 2000 Palm Beach Lakes Blvd., Suite 1002, West Palm Beach, Florida, 33409.

ARTICLE II

Duration

This corporation shall have perpetual existence.

ARTICLE III

Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

FILED
APR 28 AM 7:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2000 Palm Beach Lakes Boulevard, Suite 1002, West Palm Beach, Florida 33409 and the name of the initial registered agent of this corporation at that address is James R. Kay.

ARTICLE VI

Incorporators

The name and address of the person signing these articles is:

Shams Lutafali	c/o James R. Kay, P.A. 2000 Palm Beach Lakes Blvd. Suite 1002 West Palm Beach, FL 33409
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ARTICLE VII

Directors

The names and addresses of the initial directors of this corporation are:

Shams Lutafali	c/o James R. Kay, P.A. 2000 Palm Beach Lakes Blvd. Suite 1002 West Palm Beach, FL 33409
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ARTICLE VIII

Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE IX

Indemnification

This corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI

Bylaws


The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of April, 1995.



Shams Lutafali

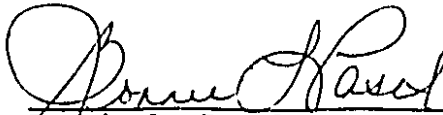

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Shams Lutafali, who is personally known to me and known by me and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of April, 1995.

(SEAL)


Bonnie L. Pastl
Notary Public
Commission Number:
My Commission Expires:

My Commission Expires:
Expires Nov. 15, 1998
Bonded by HAL
800-412-1556

ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


James R. Kay

DATE

4-27-95

FILED
95 APR 28 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA