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LAW OFFICES OF
ALLEN D. FULLER, P.A.
101 SOUTH BAY DRIVE
SUITE 200
MIAMI, FLORIDA 33133

TELEPHONE (305) 280-7150
TELEFAX (305) 858-4777

ALLEN D. FULLER

RODOLFO SUAREZ, JR.

April 27, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001475861
-05/04/95--01073--005
****122.50 ****122.50

Re: ACSHUN ENTERPRISES, INC.

Dear Sirs:

Enclosed for filing is an original and one copy of Articles of Incorporation of Acshun Enterprises, Inc. Also enclosed is a check in the amount of \$122.50 to cover the filing fees and a self-addressed stamped envelope.

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,


Allen D. Fuller

Encls.

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95 MAY -4 PM 6:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ACSHUN ENTERPRISES, INC.

ARTICLE I - NAME

The name of this corporation is ACSHUN ENTERPRISES, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

Grand Park Community Center
2500 W. 20th Street
Jacksonville, Fl 32209

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TALLAHASSEE, FLORIDA

and the name and address of the initial registered agent of this corporation is:

Name	Address
Allen Fuller, Esq.	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Willie Jackson, Jr.	421 7th Ave., Suite 1410 New York, NY 10001
Ryan Schinman	421 7th Ave., Suite 1410 New York, NY 10001
Raya McCrae	421 7th Ave., Suite 1410 New York, NY 10001
Bert Padell	421 7th Ave., Suite 1410 New York, NY 10001

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Allen Fuller, Esq.	2601 S. Bayshore Drive Suite 1600 Miami, Florida 33133

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TALLAHASSEE, FLORIDA

ARTICLE IX - BY-LAWS

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

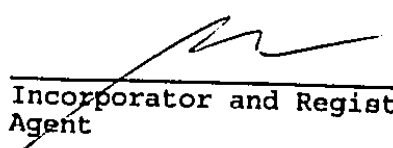
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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

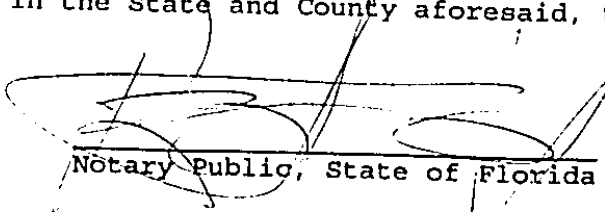

Incorporator and Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Allen Fuller, known to me and known by me 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 27 day of April, 1995.


Notary Public, State of Florida

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

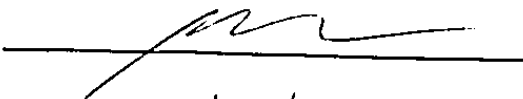
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ACSHUN ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

Allen Fuller, Esq.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

Date: 4/27/95

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.


Date: 4/27/95

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TALLAHASSEE, FLORIDA