

P95000071438

Document Number Only

95 SEP 14 P 22

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001584875

-09/14/95--01048--035

*****35.00 *****35.00

500001584875

-09/14/95--01048--036

*****35.00 *****35.00

Express Acquisition Corporation

X Profit Articles

() NonProfit

() Amendment

() Merger

() Limited Liability Company

() Dissolution/Withdrawal

() Mark

() Foreign

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of R.A.

() Certified Copy

() Photo Copies

() Fictitious Name

() CUS/ G/S

() Call When Ready

() Call If Problem

() After 4:30

X Walk In

() Will Wait

X Pick Up

() Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3:00

9/14/95

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

W/95-18530

CR2E031 (1-89)

B. BROWN SEP 15 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

Walk-IN 9/15
Pick-up 3:00

Please back date
9/14/95

September 14, 1995

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: EXPRESS ACQUISITION CORPORATION
Ref. Number: W95000018530

ace

We have received your document for EXPRESS ACQUISITION CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00042356

RECEIVED
SEP 15 1995
12:00 PM
CORPORATIONS

**ARTICLES OF INCORPORATION
OF
ACE ACQUISITION CORPORATION**

2021-10-10
15 SEP 16 PM 1:35
FILED

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as the incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is ACE ACQUISITION CORPORATION.

ARTICLE II

The street address of the initial principal office is 1231 Greenway Dr., Suite 800, Irving, Texas 75038.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

The street address of the initial registered office of the corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the initial registered agent of the corporation at such address is CT Corporation System.

ARTICLE VI

The corporation is authorized to issue one class of capital stock to be designated Common Stock. The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) shares of Common Stock, \$.01 par value.

ARTICLE VII

Cumulative voting in the election of directors is expressly prohibited.

ARTICLE VIII

No shareholder of the corporation will by reason of his holding shares of stock of the corporation have any preemptive or

preferential rights to purchase or subscribe to any shares of any class of stock of the corporation, or any notes, debentures, bonds, warrants, options or other securities of the corporation, now or hereafter to be authorized.

ARTICLE IX

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand Dollars (\$1,000.00), consisting of money paid, labor done or property actually received, which property actually received shall have a value of not less than One Thousand Dollars (\$1,000.00).

ARTICLE X

The number of directors shall be fixed in the manner provided in the Bylaws of the corporation. The initial Board of Directors will consist of five director(s), and the name(s) and address(es) of the person(s) who is/are to serve as director(s) until the first annual meeting of shareholders or until his/their successor(s) is/are elected and qualified is/are:

<u>Name</u>	<u>Address</u>
Howard W. Davis	5430 Ursusla Lane Dallas, Texas 75229
Thomas J. Martin, III	241 Shaddy Hill Lane Richardson, Texas 75080
Donald Neustadt	1231 Greenway Dr. Suite 800 Irving, Texas 75038
Marshall B. Payne	500 Crescent #250 Dallas, Texas 75201
Edward W. Rose, III	500 Crescent #250 Dallas, Texas 75201
Wallace M. Swanson	5220 McKinney #200 Dallas, Texas 75205

ARTICLE XI

To the fullest extent permitted by Florida statutory or decisional law, as the same exists or may hereafter be amended or interpreted, a director of the corporation shall not be liable to the corporation or its shareholders for any act or omission in such director's capacity as a director. Any repeal or amendment of this Article, or adoption of any other provision of these Articles of Incorporation inconsistent with this Article, by the shareholders

of the corporation shall be prospective only and shall not adversely affect any limitation on the liability to the corporation or its shareholders of a director of the corporation existing at the time of such repeal, amendment or adoption of an inconsistent provision.

ARTICLE XII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gerry L. Williams	1601 Elm Street Suite 3000 Dallas, Texas 75201

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation this 13th day of September 1995.

Gerry L. Williams
Gerry L. Williams

Acceptance by the Registered Agent as required in Section 607.0501(3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

CT Corporation System

Dated September 13, 1995

By: Michael E. Jones
Special Asst. Secty.
Its: _____

SEP 14 1995
11:35
FBI - DALLAS

GARDERE & WYNNE, L.L.P.
ATTORNEYS AND COUNSELORS

ADDRESSES IN
BELGIUM
GERMANY
JAPAN
SWITZERLAND

1000 THE ANACAPOLIS TOWER
1600 E. M STREET
DALLAS, TEXAS 75201-4701

214 999-3000
TELECOPIER 214 999-4660

1000 THE ANACAPOLIS TOWER
1600 E. M STREET
DALLAS, TEXAS 75201-4701

1000 THE ANACAPOLIS TOWER
401 S. BOSTON AVENUE
TULSA, OKLAHOMA 74103-4056
918 560-2000

MEXICO CITY
SENeca NO. 425
COL. CHAPULTEPEC POLANCO
06600 MEXICO, D.F.
0115251282-0031

WRITER'S DIRECT DIAL NUMBER

(214) 999-4660

September 25, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporation Division
The Capitol
Tallahassee, FL 32301

100001595771
-09/27/95--01082--017
*****35.00 *****35.00

Re: Ace Acquisition Corporation

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Correction to the Articles of Incorporation for Ace Acquisition Corporation for filing and our check in the amount of \$35.00 for the filing fee. Please return the file-marked copy to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please give me a call at the number above.

Very truly yours,

Gerry L. Williams
Gerry L. Williams

GLW/kma
Enclosures

GW021176769.

SH OCT 20 1995

Articles
of Correction

95 SEP 27 AM 8:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 5, 1995

Gerry L. Williams
Gardere & Wynne, L.L.P.
3000 Thanksgiving Tower, 1601 Elm St.
Dallas, TX 75201-4761

SUBJECT: ACE ACQUISITION CORPORATION
Ref. Number: P95000071438

We have received your document for ACE ACQUISITION CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The only time the Incorporator can sign Articles of Correction is if no directors have been selected for the corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 195A00045119

FILED
DIVISION OF STATE
CORPORATIONS
95 SEP 27 AM 8:38

GARDERE & WYNNE, L.L.P.
ATTORNEYS AND COUNSELORS

CORRESPONDENCE FROM
BELGIUM, ENGLAND, FRANCE,
GERMANY, IRELAND, ITALY,
JAPAN, MEXICO, NETHERLANDS,
SPAIN & SWITZERLAND

3000 THANKSGIVING TOWER
1601 ELM STREET
DALLAS, TEXAS 75201-4761

214 999-1000
TELECOPIER 214 999-4667

HOUSTON
4000 TEXAS COMMERCE TOWER
600 TRAVIS STREET
HOUSTON, TEXAS 77002-3006
713-547-3500

TULSA
2000 MID CONTINENT TOWER
401 S. BOSTON AVENUE
TULSA, OKLAHOMA 74103-4056
918-560-2000

MEXICO CITY
SENECA NO. 428
COL. CHAPULTEPEC, POLANCO
05600 MEXICO, D.F.
0115251282 0031

WRITER'S DIRECT DIAL NUMBER

(214) 999-4737

October 17, 1995

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

RE: Ace Acquisition Corporation
Ref. Number 95000071438
Letter Number: 195A00045119

Gentlemen:

We are returning herewith for filing an original and one copy of Articles of Correction to the Articles of Incorporation of Ace Acquisition Corporation. Enclosed is a copy of your letter dated October 5, 1995 acknowledging receipt of our check in the amount of \$35.00 for the filing fees. Please file the Articles and return one file stamped copy for our files.

If you have any questions, please call me at the above number.

Very truly yours,


Stephanie L. McVay

Enclosures

gw03:231307
16207-75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 AM 8:38

**ARTICLES OF CORRECTION
TO THE ARTICLES OF INCORPORATION
OF
ACE ACQUISITION CORPORATION**

Pursuant to Section 607.0124 of the Florida Business Corporation Act, these Articles of Correction are to correct a document which contains an incorrect statement or was defectively executed, sealed, verified or acknowledged.

ARTICLE I

The name of the corporation is Ace Acquisition Corporation (the "Corporation").

ARTICLE II

The document to be corrected is the Articles of Incorporation of Ace Acquisition Corporation filed in the Department of State on September 14, 1995 (the "Articles of Incorporation").

ARTICLE III

The Articles of Incorporation are inaccurate in that the Article X omitted an initial director.

ARTICLE IV

These Articles of Correction correct Article X of the Articles of Incorporation to reflect the correct initial directors. As so corrected, Article X of the Articles of Incorporation reads as follows:

"ARTICLE X

The number of directors shall be fixed in the manner provided in the Bylaws of the corporation. The initial Board of Directors will consist of six director(s), and the name(s) and address(es) of the person(s) who is/are to serve as director(s) until the first annual meeting of shareholders or until his/their successor(s) is/are elected and qualified is/are:

<u>Name</u>	<u>Address</u>
Raymond C. Hemmig	1231 Greenway Dr. Suite 800 Irving, Texas 75038
Howard W. Davis	5430 Ursula Lane Dallas, Texas 75229
Thomas J. Martin, III	241 Shady Hill Lane Richardson, Texas 75080
Donald Neustadt	1231 Greenway Dr. Suite 800 Irving, Texas 75038

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 AM 8:38

Marshall B. Payne

500 Crescent #250
Dallas, Texas 75201

Edward W. Rose, III

500 Crescent #250
Dallas, Texas 75201

Wallace M. Swanson

5220 McKinney #200
Dallas, Texas 75205"

IN WITNESS WHEREOF, the incorporator has executed these Articles of Correction to the Articles of Incorporation as of October 13, 1995.

ACE ACQUISITION CORPORATION

By: Donald H. Neustadt
Donald H. Neustadt, President
and Chief Executive Officer

228971/3
16207-75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 AM 8:38

P9500071438



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACE ACQUISITION CORPORATION, A FLORIDA CORPORATION,
P95000071438

INTO

CHECK EXPRESS, INC., a Florida corporation, J25534

File date: February 1, 1996

Corporate Specialist: Nancy Hendricks