

196000044597

Attorney at Law
1033 North Krome Avenue
Homestead, Florida 33030
Telephone (305) 840-3000
Facsimile (305) 840-3000

5/2/96

May 2, 1996

Secretary of State
The Capitol Building
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32309

700001809197
-05/06/96--01055--019
****122.50 ****122.50

Re: THE ACE GROUP, INC.

To whom it may concern:

Relative to the above, please find enclosed herewith the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$122.50 made payable to Secretary of State to cover the costs of the Filing Fee of \$35.00, Resident Agent Fee of \$35.00, and certified copy of the Articles of Incorporation, \$52.50.

Please return the certified copy of the Articles of Incorporation directly to our office in the enclosed stamped self-addressed envelope.

Thank you.

Very truly yours,


PETER M. HOCKMAN

PMH/OMT
Enclosures

FILED
96 MAY 24 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/7/96
15 W96-9705
502



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1996

PETER M. HOCKMAN
633 NO KROME AVENUE
HOMESTEAD, FL 33030

SUBJECT: THE ACE GROUP, INC.
Ref. Number: W96000009705

We have received your document for THE ACE GROUP, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 187-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00022206

ARTICLES OF INCORPORATION

OF

THE ACE TEAM, INC.

ARTICLE I - NAME

The name of this corporation is THE ACE TEAM, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is: 2655 South LeJuene Road, PH 1-C, Miami, Florida 33134.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing upon the 22nd day of May, 1996, being the same date as the subscription to and acknowledgment of these Articles of Incorporation.

ARTICLE IV - PURPOSE

This corporation is formed for the purpose of transacting any and all lawful business not specifically prohibited by applicable Florida law.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares at one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL RESIDENT AND REGISTERED AGENT

The street address of the initial resident and registered office of this corporation is: 633 North Krome Avenue, Homestead, Florida 33030; and the name of the initial resident agent and registered agent of this corporation at that address is PETER M.

5/20/96
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95 MAY 22 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOCKMAN, ATTORNEY AT LAW.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, 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 (1). The name and address of the original director of this corporation is: Steven B. Berman
1296 Ginger Circle
Fort Lauderdale, Florida 33326

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: Steven B. Berman
1296 Ginger Circle
Fort Lauderdale, Florida 33326

ARTICLE IX - 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 to the shareholders by them, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Steven B. Berman

STATE OF FLORIDA)
COUNTY OF DADE)

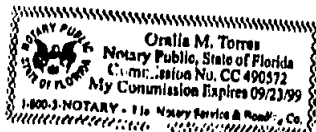
I HEREBY CERTIFY that on this day, before me, an officer fully authorized in the State and County aforesaid to take

acknowledgment, personally appeared Steven B. Berman, to me known to be the person described in and who executed the foregoing instrument, and that he acknowledged before me that he executed same. I relied upon the following form of identification of the above named person: Florida Drivers License, or that said individual is personally known to me.

WITNESSED my hand and seal this 22nd day of May, 1996.

Oralia M. Torres
Notary Public, State of Florida at Large

My commission expires:



Acceptance of Registered
Agent and Resident Agent

I hereby accept and agree to be the Registered Agent and
Resident Agent for THE ACE TEAM, INC.

FILED
96 MAY 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peter M. Hockman
PETER M. HOCKMAN, ESQUIRE
633 North Krome Avenue
Homestead, Florida 33030