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ACE INDUSTRIES PRINTING, INC. KIT

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2880

TALLAHASSEE, FL 32399

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DOWN LOW RECORD COMPANY

650 DOUGLAS AVENUE, STE. #1110
ALTAMONTE SPRINGS, FL. 32714

658 DOUGLAS AVENUE, STE. #1118
ALTAMONTE SPRINGS, FL. 32714

JAMES HAZLEY
658 DOUGLAS AVENUE, STE. #1118
ALTAMONTE SPRINGS, FL. 32714

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ACC INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The number of directors and officers may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and address of the initial directors and officers of this Corporation are:

James Hanley	Veit Renn	Patrick J. Claudio
650 Douglas Ave. #110	211 Shore Rd.	11890 7th St. Ind. Pkwy.
Altamonte Springs, Fl. 32714	Winter Springs, Fl 32708	Jacksonville, Fl 32246

For so long as any of the above-referenced Directors shall own stock in the Corporation, he/she shall be entitled to remain as a member of the Board, should he/she so choose, and continue to enjoy in full all rights, responsibilities and liabilities attending thereto.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any of all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust insurance, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE VIII - POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidence of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associated or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnership and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

ARTICLE IX - DIRECTOR-CONFLICT OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation any other corporation, firm, association of other entity in which one or more of the directors or officers, or are financially interested shall be either void or voidable because of such relationship or interest or because such director or directors, are present at the meeting of the Board of Directors or a committee

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H96-08450

thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose if:

(a) The fact of such relationship of interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(b) The fact of such relationship of interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X - INDEMNIFICATION: Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any action or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expense, including attorney fees actually and necessarily incurred as a result of such action, suit, or proceedings, including any appeal thereof. The corporation shall pay such expenses, including attorney fees actually and unnecessarily incurred as a result of such action, suit, or proceedings, including any appeal thereof. The corporation shall pay such expenses, including attorney fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory of the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of voting stock of the Corporation shall have the preemptive right to subscribe to all additional issues of stock of the Corporation as nearly as practicable in such proportions as would present the relative voting rights of such holders and at a price or prices not less favorable than the price or prices at which such shares are prepared to be offered for sale to others.

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ARTICLE XII - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF INCORPORATION this 12 day of June, 1996.


JAMES HAZLEY
INCORPORATOR-DIRECTOR

D.L. #

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H96-08450

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **DORE, LORNE RECORD COMPANY** at the place designated in the Articles of Incorporation, **JAMES HARTLEY** hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Florida Statute (1981), relative to keeping open such officer until such time as he shall notify the Corporation of his resignation.

DATED THIS 12th DAY OF June, 1986


JAMES HARTLEY

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TALLAHASSEE, FLORIDA

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