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OUT 1-05 1-02 EMPIN CORPORATION KIT .01-02

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (804) 022-4000

FROM: EMPIN CORPORATE KIT COMPANY  
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MIAMI FL 33135-  
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(((H96000011234)))  
NAME: ACES FUNDING, INC.  
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EMPIRE CORPORATE KIT

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**ARTICLES OF INCORPORATION  
OF  
ACES FUNDING, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. - NAME**

The name of the corporation is ACES FUNDING, INC.

**ARTICLE II. - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE III. - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV. - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common Shares.

**ARTICLE V. - TERM**

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE VI. - 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

Alan R. Burton  
2000 W. Commercial Blvd.  
Suite #114  
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**ARTICLE VII. - INITIAL PRINCIPAL OFFICE AND AGENT**

The street address of the initial principal office and mailing address of this corporation is 2300 Griffin Road, Suite 79, Ft. Lauderdale, FL 33312 and the name of the initial registered agent of this corporation is SYLVIE CARON, whose address is 2300 Griffin Road, Suite 79, Ft. Lauderdale, FL 33312.

**ARTICLE VIII. - INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one (1) director(s) initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is SYLVIE CARON, 2300 Griffin Road, Suite 79, Ft. Lauderdale, FL 33312.

**ARTICLE IX. - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is SYLVIE CARON, 2300 Griffin Road, Suite 79, Ft. Lauderdale, FL 33312.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

**ARTICLE XI.**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

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ARTICLE XI.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of August, 1996.

  
 Subscriber

STATE OF FLORIDA        }  
                               } ss.  
 COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SYLVIE CARON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he/she duly acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal this 12th day of August, 1996.

My Commission Expires:

  
 Notary Public,


SHARON ANN METZ  
 MY COMMISSION & CREDENTIALS EXPIRES  
 March 2, 1998  
 DON NOT SIGN THIS PAGE BEHIND ME, MR.

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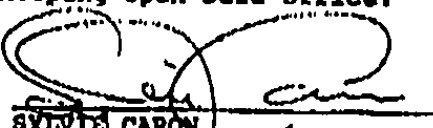
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That ACES FUNDING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Ft. Lauderdale, County of Broward, State of Florida, has named SYLVIE CARON, 2300 Griffin Road, Suite 79, Ft. Lauderdale, FL 33312 of Broward County, State of Florida, as its agent to accept service of process with the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping upon said office.

  
SYLVIE CARON  
Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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