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FROM: FILINGS, INC. ACCT#: 072720000101
CONTACT: TERESA ROMAN PHONE: (904)385-6735 FAX #:
(904)385-6761

NAME: ACS HOLDINGS CO., INC. AUDIT NUMBER......H96000013041 DOC
TYPE..........FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

Prepared By:

Burton H. Mars, Esq.
Suite 1500-Barnett Bank Plaza
One East Broward Boulevard
Fort Lauderdale, FL 33301
305-522-7000
Fl. Bar #0765480

ARTICLES OF INCORPORATION

OF

ACS HOLDINGS CO., INC.

ARTICLE I - NAME

The name of this corporation is ACS HOLDING CO., INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

4700 N. STATE ROAD 7
SUITE 216
FORT LAUDERDALE, FLORIDA 33319

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of no par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One East Broward Boulevard, Suite 1500, Fort Lauderdale, FL 33301 and the name of the initial registered agent of this corporation at that address is Burton H. Mars, Esquire.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in

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Ft.Lauderdale, Fl 33301
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accordance with the by-laws of the corporation. The name and address of the initial director is:

ADRIAN ISRAEL
4700 N. STATE ROAD 7
SUITE 216
FORT LAUDERDALE, FL 33319

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

ADRIAN ISRAEL
4700 N. STATE ROAD 7
FORT LAUDERDALE, FL 33319

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13 day of September, 1996.

ADRIAN ISRAEL - Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ADRIAN ISRAEL, 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 ___ day of September, 1996.

NOTARY PUBLIC

Personally Known ✓ OR Produced Identification________

Type of Identification Produced________________

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO Chapter 607.0501, Florida Statutes, the following is submitted:

FIRST: That ACS HOLDING CO., INC., is desiring to organize or qualify under the laws of the State of Florida, has named BURTON H. MARS, ESQUIRE, located at Suite 1500, One East Broward Boulevard, Fort Lauderdale, FL 33301, as its agent to accept service of process within Florida.

DATED: September 13, 1996.

ADRIAN ISRAEL, Incorporator

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: September 13, 1996

BURTON H. MARS - Registered Agent

PREPARED BY:

BURTON H. MARS, ESQ.
ONE EAST BROWARD BOULEVARD
SUITE 1500
FORT LAUDERDALE, FL 33301

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