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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: AROUND THE CLOCK DELIVERY SERVICE, INC.
AUDIT NUMBER.....H96000017361
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
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PREPARED BY:
ace! INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

Handwritten signature/initials
12/11/96

H96-17361

ARTICLES OF INCORPORATION
OF
AROUND THE CLOCK DELIVERY SERVICE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME. The name of the corporation is: AROUND THE CLOCK DELIVERY SERVICE, INC., located at 3259 Clint Moore Road #104, Boca Raton, FL 33496.

ARTICLE II. DURATION. The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation may transact any and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK. The aggregate number of shares which the corporation has authority to issue is 500, all of which shall be common shares of the par value of \$1.00 per share.

ARTICLE V. REGISTERED OFFICE. The street address of the initial registered office of the corporation is: 3259 Clint Moore Road, #104, Boca Raton, FL 33496, and the registered agent at such address is: Richard Hoffman.

ARTICLE VI. DIRECTOR. The corporation shall have one director initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR. The name and post office address of the first member of the Board of Directors is:

Richard Hoffman
3259 Clint Moore Road, #104
Boca Raton, FL 33496

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ace! INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
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IN WITNESS WHEREOF, we have subscribed our name this 4th
day of December, 1996.

Richard Hoffman
Richard Hoffman
3259 Clint Moore Road, #104
Boca Raton, FL 33496

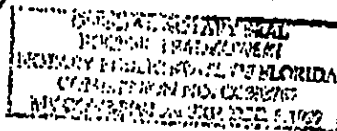
STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 4th day of December, 1996,
before me, a Notary Public, duly authorized in the State and County
named above to take acknowledgements, personally appeared Richard
Hoffman, to me known to be the person whose name is subscribed to
the within instrument, and acknowledged that he executed the same
for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Erin Lindhorne
NOTARY PUBLIC, STATE OF FLORIDA



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the office stated above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

Richard Hoffman
Registered Agent

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