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2/26/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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

ACCT#: 070744001530

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NAME: THOMAS & POWELL HOLDING CO.  
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*[Handwritten signature]*

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**ARTICLE OF INCORPORATION**  
**OF**  
**THOMAS & POWELL HOLDING CO.**

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The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation is:  
THOMAS & POWELL HOLDING CO.

**ARTICLE II**

**NATURE OF BUSINESS:**

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in all activity relating to entertainment.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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PREPARED BY:  
SOS INDUSTRIES, INC.  
54 NW 11th Street  
Miami, FL 33136  
305-359-2571

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(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

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(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Two Thousand Dollars (\$2,000.00).

ARTICLE V

The number of directors of this corporation shall not be less than one (1) nor more than three (3).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

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NAME  
CLIVE H. POWELL

OFFICE  
PRESIDENT  
TREASURER

ADDRESS  
10503 S.W. 17 CT  
MIRAMAR FL. 33025

PETER THOMAS

VICE PRESIDENT  
SECRETARY

433 WASHINGTON AVE  
MIAMI BEACH FL. 33139

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

CLIVE H. POWELL

10503 S.W. 17 CT  
MIRAMAR FL. 33025

1600 Shares  
at \$1.00 par

PETER THOMAS

433 WASHINGTON AVE  
MIAMI BEACH FL. 33139

400 Shares  
at \$1.00 par

ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 10503 S.W. 17 CT MIRAMAR FLORIDA 33025, and the name of the initial registered agent of this corporation is CLIVE H. POWELL. The registered office address and the corporate office mailing address are one and the same as above.

ARTICLE X

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 holder of the outstanding common shares.

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ARTICLE XI

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 price at which it is offered to others.

ARTICLE XII

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

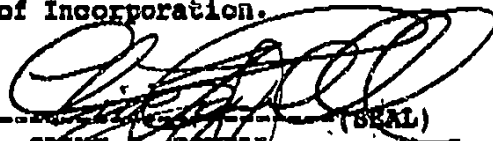
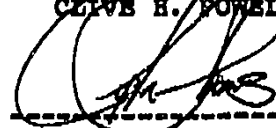
ARTICLE XIV

STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

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IN WITNESS WHEREOF, we have hereunto set our  
hands and seals and caused to be filed in the office of the  
Secretary of State, these Articles of Incorporation.

  
----- (SEAL)  
CLIVE H. POWELL  
  
----- (SEAL)  
PETER THOMAS

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**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES  
RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES.

SIGNATURE: \_\_\_\_\_

REGISTERED AGENT

DATE: \_\_\_\_\_

2/23/97

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STATE OF FLORIDA

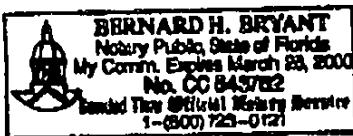
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared CLIVE H. POWELL and PETER THOMAS who acknowledged before me that they signed the foregoing Articles of Incorporation, that they signed for the purposes therein expressed, freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this 12 day of FEBRUARY, 1997.

  
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NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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