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ACCOUNT NO. : 072100000032

REFERENCE : 294129 11513A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizzuto*

ORDER DATE : March 14, 1997

ORDER TIME : 11:09 AM

ORDER NO. : 294129-005

800002114138--9

CUSTOMER NO: 11513A

CUSTOMER: James Marx, Esq  
JAMES A. MARX, ESQ

Suite 340  
201 South Biscayne Boulevard  
Miami, FL 33131-4324

DOMESTIC FILING

NAME: ACME VENTURES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED FILED  
97 MAR 14 PM 12:29  
DIVISION OF CORPORATIONS  
TALLAHASSEE FL 32304  
MAR 14 PM 3:37

K.R. MAR 14 1997

**ARTICLES OF INCORPORATION  
OF  
ACME VENTURES, INC.**

(a Florida corporation)

FILED  
97 MAR 14 PM 3:37  
SECRET  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**NAME**

The name of the corporation (hereinafter called the "Corporation") is ACME VENTURES, INC.

**ARTICLE II**

The address of the principal office of the Corporation is 3061 S.W. 109th Court, Miami, Florida 33165.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to issue is 1,000, all of which shall be Common Stock, and which shall have a par value of \$.01 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters which shareholders have the right to vote.

**ARTICLE IV**

**RESIDENT OFFICE AND AGENT**

The initial street address of the Corporation's initial registered office shall be Miami Center, Suite 340, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent for the Corporation at that address shall be James Marx, Esq.

**ARTICLE V**

**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

James A. Marx, Esq.

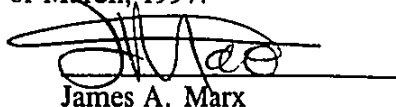
Miami Center - Suite 340  
201 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VI**

**INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 1997.

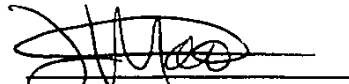
A handwritten signature in black ink, appearing to read 'J. Marx', is written over a horizontal line.

James A. Marx

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ACME VENTURES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to the Florida Business Corporation Act.

DATE: March 11, 1997.

  
James A. Marx

FILED  
97 MAR 14 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA