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97 MAR 10 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Jeffry Stein, Esq.

Wayne J. Sobien, Esq.

February 23, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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Re: A.C.E. Worldwide, Inc.

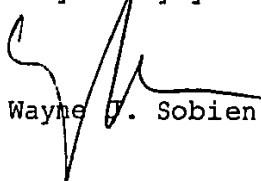
Dear Sir/Madam:

With regard to the above-captioned corporation, I am enclosing for filing an original and one copy of the Articles of Incorporation and Designation of and Acceptance of Registered Agent. I am also enclosing a check in the amount of \$122.50 in payment of the requisite fee. After filing, please return the certified copy to me in the enclosed self-addressed, stamped envelope.

If you have any questions, or should you require additional documentation, please let me know.

With my best regards, I am

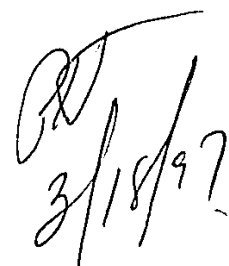
Very truly yours,


Wayne J. Sobien

WJS:dn
Enclosures

cc: Olive Burt (with enclosure)

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ARTICLES OF INCORPORATION
OF
A.C.E. WORLDWIDE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: A.C.E. WORLDWIDE, INC.

ARTICLE II

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue TEN THOUSAND (10,000) shares of \$1.00 par value common stock.

ARTICLE V

The street address of the principal office of this Corporation in the State of Florida shall be:

303-C ANASTASIA
ST. AUGUSTINE, FL 32084

ARTICLE VI

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Name

Address

WAYNE J. SOBIEN

1315 TUSKAWILLA RD., STE. 105
WINTER SPRINGS, FL 32708

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VII

This Corporation shall have TWO (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Name

Address

OLIVE BURT

303-C ANASTASIA
ST. AUGUSTINE, FL 32084

EARL HAIRE

303-C ANASTASIA
ST. AUGUSTINE, FL 32084

ARTICLE VIII

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

EARL HAIRE

303-C ANASTASIA
ST. AUGUSTINE, FL 32084

ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to-wit:

A. The Board of Directors from time to time shall determine whether and to what extent, and at which time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the Shareholders, and no Shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the Shareholders.

B. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

C. The Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issue of new certificates therefor.

D. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the Corporation, or in which the Corporation is interested, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from his contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director(s) of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

ARTICLE X

A. Any person who is serving or has served as a Director or Officer of the Corporation or of any wholly-owned subsidiary hereof, or other

corporation at the request of the Corporation, and the respective heirs or personal representatives of each of them, shall be indemnified by the Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement thereof in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such person is or may be made a party by reason of being or having been such Director or Officer; provided that, in the event any claim for reimbursement or indemnification hereunder is based upon a settlement, the reimbursement or indemnification herein provided shall only apply if the Board of Directors of the Corporation approves such settlement as being in the best interest of the Corporation, and provided further that the Directors, acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action, suit or proceeding, is present, determine that such Director or Officer:

(1) Was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duties to the Corporation of which he is a Director or Officer; and

(2) Acted in good faith in what he reasonably believed to be the best interest of such Corporation; and

(3) In any matter where such Director was the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his conduct was unlawful.

B. Any Director who is a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination and, if, for this reason, a quorum of the Directors cannot be obtained, such determination shall be made by three arbitrators who shall be selected by all of the Officers and Directors of the Corporation who are not parties to or threatened with any such action, suit or proceeding. If there are no Officers or Directors qualified to make such selection, the selection shall be made by the American Arbitration Association in accordance with its rules. Such indemnification shall not be deemed exclusive of any other right to which such

Director or Officer may be entitled under the Articles of Incorporation, By-Laws, regulations or any agreement or policy of insurance purchased by the Corporation.

C. The Corporation will indemnify and save harmless any Officer, Director or employee who may, from time to time at the request of the Corporation, act as a guarantor or co-maker of any promissory note or surety bond written for the benefit of the Corporation. The indemnification by the Corporation will include all out-of-pocket costs properly substantiated, including reasonable attorneys' fees, as may be incurred by such party as an incident to his acting as such guarantor, surety or co-maker.

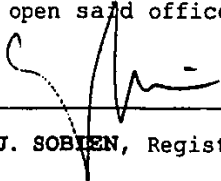
D. The Board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the Corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason of their being such Officer or Director.

ARTICLE XI

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

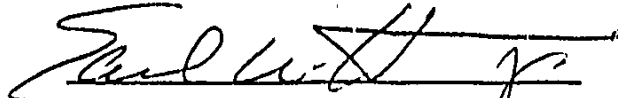
ARTICLE XII

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



WAYNE J. SOBLEN, Registered Agent

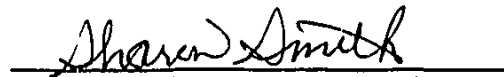
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13TH day of FEBRUARY, 1997.


EARL HAIRE, Incorporator

STATE OF FLORIDA :
COUNTY OF Sarasota:

The foregoing instrument was acknowledged before me this 25TH day of FEBRUARY, 1997, by EARL HAIRE, who has produced Florida Driver License as identification ___ or who is personally known to me.




Notary Public, State of Florida
at Large

Sharon Smith
Print Name
Commission No. _____
My Commission Expires: 12/3/2000
(Seal)

C:\WORK\A.C.E.ARTICLES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA