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LAW OFFICES

*Sheldon R. Rosenthal*

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AREA CODE 305

March 18, 1997

Corporate Records Bureau  
Division of Corporations  
Dept. of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-03/20/97--01035--006

\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Incorporation of ACE ELEVATOR CABS, INC.

Gentlemen,

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,

  
SHELDON R. ROSENTHAL

SRR/vh  
Enc.

APPROVED  
AND  
FILED  
97 MAR 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Del  
3/25

**ARTICLES OF INCORPORATION  
OF  
ACE ELEVATOR CABS, INC.**

\*\*\*\*\*

APPROVED  
AND  
FILED  
97 MAR 20 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

**ARTICLE I - NAME**

The name of the Corporation shall be: ACE ELEVATOR CABS, INC., a Florida Corporation.

**ARTICLE II - PURPOSE**

A. To carry on, perform and engage in the manufacture, fabrication, assembly, design, sale, purchase, repair, renovation and remodeling of all types of elevator cabs and enclosures, including any and all accessories related thereto, and to perform all other acts which may be necessary or related to said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

**ARTICLE III- CAPITAL STOCK**

The Corporation shall be authorized to issue capital stock in the following manner, to wit: FIFTY(50) Shares of Common Stock, having no par value.

#### **ARTICLE IV - POWERS**

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

#### **ARTICLE V - TERM OF EXISTENCE**

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

#### **ARTICLE VI - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation shall be:

3529 NW 19 Street, Lauderdale Lakes, Florida 33312

#### **ARTICLE VII - REGISTERED AGENT AND OFFICE**

The Registered Agent for the Corporation shall be **WILLIAM A. CUNDIFF**, and the Registered Office shall be located at: 3529 NW 19 St., Lauderdale Lakes, Florida 33312, or such other person or such other place as the Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

#### **ARTICLE VIII - OFFICERS AND MANAGEMENT**

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

NAME	OFFICE	ADDRESS
William A. Cundiff	President, Treasurer	3529 NW 19 Street Lauderdale Lakes, Fl. 33312
Paula Cundiff	Vice President & Secretary	3529 NW 19 Street Lauderdale Lakes, Fl. 33312

#### **ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors which shall consist of at least two (2) , but not more than five (5) persons.

#### **ARTICLE X - INITIAL DIRECTOR OR DIRECTORS**

The name and address of the person or persons who shall serve as the initial Director or Board of Directors until the first annual meeting of the Corporation, or until his/her or their successor or successors are elected and are qualified, shall be as follows:

NAME		ADDRESS
William A. Cundiff	President, Treasurer	3529 NW 19 Street Lauderdale Lakes, Fl. 33312
Paula Cundiff	Vice President & Secretary	3529 NW 19 Street Lauderdale Lakes, Fl. 33312

#### **ARTICLE XI - INCORPORATOR OR INCORPORATORS**

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES SUBSCRIBED	AMOUNT OF SHARES
William A. Cundiff	3529 NW 19 Street Lauderdale Lakes, Fl.	25	\$ 250.00
Paula Cundiff	3529 NW 19 Street Lauderdale Lakes, Fl. 33312	25	\$ 250.00

**ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.


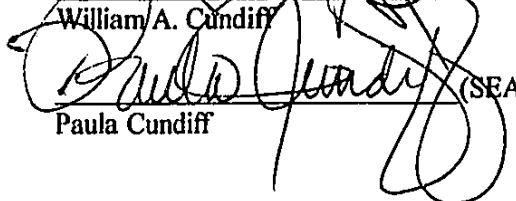
**ARTICLE XIII - VOTING RIGHTS**

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

**ARTICLE XIV - BYLAWS**

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

**IN WITNESS WHEREOF**, we have hereunto set our hand and seal  
at Miami, Dade County, Florida, this 18 day of March, 1997

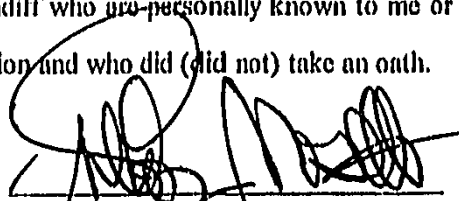
  
William A. Cundiff (SEAL)  
  
Paula Cundiff (SEAL)

STATE OF FLORIDA )

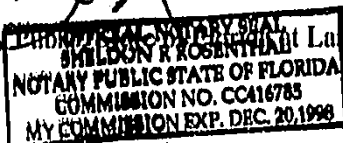
) ss

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 18 day of March, 1997, by William A. Cundiff and Paula Cundiff who are personally known to me or have produced their driver's licenses as identification and who did (did not) take an oath.



Notary Public Sheldon R. Rosenthal

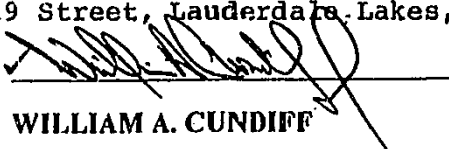


My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION**

**AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of ACE ELEVATOR CABS, INC., a Florida Corporation and agree to serve as it's Registered Agent and to accept service of process for it, within the State of Florida, at its Registered Office located at: 3529 NW 19 Street, Lauderdale Lakes, Florida 33312.



WILLIAM A. CUNDIFF

REGISTERED AGENT