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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: ACE MARKETING, INC.

AUDIT NUMBER.....H97000007206

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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**ARTICLES OF INCORPORATION  
OF  
ACE MARKETING, INC.**

H97000007206

FILED  
STATE  
97 MAY 1 1997

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is: ACE MARKETING, INC.

**ARTICLE II**

**CAPITAL STOCK**

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

**ARTICLE III**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than ONE THOUSAND (\$1,000.00) DOLLARS.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

Prepared by:  
Robert C. Jensen  
5979 NW 151 Street, Suite 208  
Miami Lakes, FL 33014  
(305) 825-2570

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#### ARTICLE V

##### INITIAL REGISTERED AGENT AND OFFICE

The Registered Agent of this corporation is Robert C. Jensen and the initial registered office, which is the same office as that of the Registered Agent, is 5979 NW 151 Street, Suite 208, Miami Lakes, Florida 33014. The management may, from time to time, move the registered office to any other address in Florida.

#### ARTICLE VI

##### INITIAL PRINCIPAL OFFICE MAILING ADDRESS

The initial principal office mailing address of this corporation is 2558 NW 52nd Street, Boca Raton, FL 33496. The management may, from time to time, move the principal office and/or mailing to any other address in Florida.

#### ARTICLE VII

##### BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of three directors, and the name and address of the initial Board of Directors, consisting of one member, is:

Daniel Najman  
2558 NW 52nd Street  
Boca Raton, FL 33496

#### ARTICLE VIII

##### OFFICERS

The names and post office addresses of the officers of this corporation are:

Daniel Najman- President  
2558 NW 52nd Street  
Boca Raton, FL 33496

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ARTICLE IX  
INCORPORATION

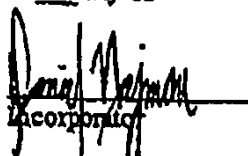
The name and address of the subscriber and incorporator to these Articles of Incorporation is:

Daniel Najman  
2558 NW 52nd Street  
Boca Raton, FL 33496

ARTICLE X  
ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "Small Business Corporation" under Sub Chapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of April, 1997.

  
Incorporator

STATE OF FLORIDA )

ss

COUNTY OF DADE )

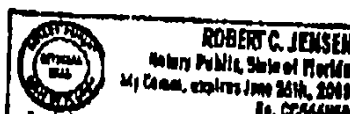
I HEREBY CERTIFY that on this 1<sup>st</sup> day of April, 1997, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared Daniel Najman, to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami Lakes, Dade County, Florida, the year and day aforesaid.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

6/26/2000



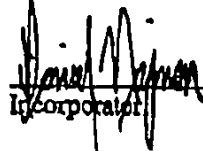
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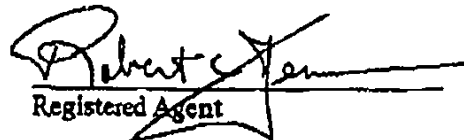
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That ACE MARKETING, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 5979 NW 151 Street, Suite 208, Miami Lakes, Florida 33014 as its agent to accept service of process within Florida.

  
Incorporator

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 provisions of all statutes relative to the proper and complete performance of my duties.

  
Registered Agent

DATED: 4-1-97

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