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May 8, 1997

P 97 0000 43009

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

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-05/12/97--01085--008

****122.50 ****122.50

Re: Articles of Incorporation
Pace Unlimited Productions, Inc

Please find enclosed Articles of Incorporation for the above corporation together with our check for \$ 122.50 and a return envelope.

Thank you

LIONEL BARNET, ESQUIRE

By


Legal Assistant

:jb

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97 MAY 12 PM 1:47
TALLAHASSEE, FLA

F. 01085 MAY 15 1997

ARTICLES OF INCORPORATION

OF

PACE UNLIMITED PRODUCTIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is:

PACE UNLIMITED PRODUCTIONS, INC.

II. DURATION

The period of its duration is perpetual.

III. CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares, at one (\$1.00) dollar par value.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Eugene Pace
13749 SW 149th Circle Lane # 1
Miami, Florida 33186

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CLERK OF DISTRICT COURT
MAY 12 1997

V. PURPOSE

The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of American.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial directors of this corporation is:

Eugene Pace- President/Director
13749 SW 149th Circle Lane # 1
Miami, Florida 33186

VII. INCORPORATOR

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

Eugene Pace
13749 SW 149th Circle Lane # 1
Miami, Florida 33186

VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders

IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. AMENDMENT OF ARTICLES

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

XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

XIV. PREEMPTIVE RIGHTS

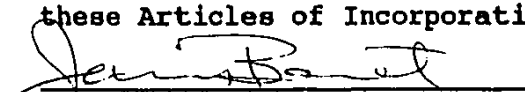
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors

must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


WITNESS


EUGENE PACE, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared EUGENE PACE, well known to me and is the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of May, 1997.

OFFICIAL NOTARY SEAL
JANIS BARNET
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC422263
MY COMMISSION EXP. DEC. 28, 1998


NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That PACE UNLIMITED PRODUCTIONS, INC..desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state, EUGENE PACE located at 13749 SW 149 Circle Lane # 1, MIAMI, FLORIDA 33186.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


EUGENE PACE, Resident Agent

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