

6/26/97

FLORIDA DIVISION OF CORPORATION
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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ACES & EAGLES, INC.

AUDIT NUMBER.....H97000010619

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION
OF
ACES & EAGLES, INC.

ARTICLE I.
NAME

The name of this Corporation is Aces & Eagles, Inc.

ARTICLE II.
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III.
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV.
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 6261 N.W. 6th Way, Suite 103, Ft. Lauderdale, Florida 33309 and the name of the initial registered agent at that address is Randall K. Roger, Esq.

ARTICLE V.
DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

| | |
|---------------------|---|
| Henry R. Focke, Jr. | 27 Castle Harbor Isle Fort Lauderdale, Florida 33308 |
| Susan W. Focke | 27 Castle Harbor Isle Fort Lauderdale, Florida 33308 |

Prepared by:
Kaye & Roger, P.A.
6261 N.W. 6th Way, Suite 103
Fort Lauderdale, Florida 33309

Randall Roger Esq.
Fl. Bar No. 0613850
(954) 428-0680

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**ARTICLE VI.
INCORPORATOR**

The name and address of the incorporator of this Corporation is
Randall K. Roger at 6261 N.W. 6th Way, Suite 103, Ft. Lauderdale
Florida 33309.

**ARTICLE VII.
ADDRESS**

The principal office and mailing address of the Corporation is 27
Castle Harbor Isle, Fort Lauderdale, Florida 33308.

**ARTICLE VIII.
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless
and insure its officers and directors to the fullest extent
permitted by law either now or as hereafter amended from time to
time.

**ARTICLE IX.
PERPETUAL EXISTENCE**

This Corporation shall have perpetual existence unless sooner
dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 26th day of June, 1997.


Randall K. Roger, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered
agent contained in the foregoing Articles of Incorporation.


Randall K. Roger

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