

ROBERT A. EISEN RYAN E. WILLITS TELEPHONE (561) 362-5200 FACSIMILE (561) 362-5210

IVENDY E. VOGEL

July 22, 1997

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Articles of Incorporation

200002247182--3 -07/24/97--01112-013 ****122.50 *****122.50

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation for the following corporations

- 1. Great Southern Trading Center, Inc.,
- 2. XYZ Equipment Company, Inc.,
- 3. Vertigo Trading, Inc., and

4. Acme Capital Corporation.

The Articles provide for 100 shares-\$1.00 par value. Also enclosed are four separate checks in the amount of \$122.50 each for filing fees. Please file the Articles of Incorporation for each of the aforementioned corporations as quickly as possible and return the stamped copies to our office via return Federal Express (airbill enclosed).

If you have any questions, please contact the undersigned. Thank you, in advance, for your cooperation.

Very Truly yours,

Ryan E. Willits

rew/wev Enclosures 1006/mc/10130

ARTICLES OF INCORPORATION

OF

FILED

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SECRET!
TALLAHASSEC, FLORIDA

ACME CAPITAL CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

The name of this corporation is ACME CAPITAL CORPORATION.

ARTICLE II

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is: the Law Office of Eisen & Willits, 299 Camino Gardens Blvd., Suite 204, Boca RAton, FL 33432, and the name

of the initial registered agent of this corporation at that address is Ryan E. Willits, Esq.

ARTICLE VI

This corporation shall have I director initially. The number of directors may be increased or diminished from time to time, as provided in the By-laws, but shall never be less than one

(1). The name and address of the initial director of this corporation is:

Thomas J. Vittor

1875 S.W. 17th Street Boca Raton, FL 33486

ARTICLE VII

The initial officers of the corporation shall be:

President:

Thomas J. Vittor

Secretary

Thomas J. Vittor

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

Thomas J. Vittor

1875 S.W. 17th Street Boca Raton, FL 33486

ARTICLE VIII

The power to adopt, alter, amend, or repeal By-laws shall be vested solely in the

REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

Pursuant to Chapter 607, Florida Statutes, as amended, the following is submitted:

- 1. ACME CAPITAL CORPORATION is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 299 Camino Gardens Blvd., Suite 204, and names the Law Office of Eisen & Willits, Ryan E. Willits, Esq., as its agent to accept service of process within the State of Florida.
- 2. Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept acting in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, as amended, relative to keeping open said office.

RYAN E. WILLITS, Registered Age

Dated: 6-25-97

(564/rew/jt0375)



shareholders.

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ALLAHASSEE, FLORIDA

ARTICLE IX

The corporation shall indemnify the officers or directors, or any former officers or directors, to the full extent provided by law.

ARTICLE X

These Articles of Incorporation may be amended only by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 27-day of June, 1997.

Thomas J. Vittor, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed, and acknowledged before me this <u>27</u> day of June, 1997, by Thomas J. Vittor, who is personally known to me and who did take an oath.

Signature of Notary Public

Print Name: JOHN HUDSON

My commission expires:

JOAN HUDSON
My Comm Exp. 7/12/99
Bonded By Service Ins
No. CC480346