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FROM: ACE INDUSTRIES, INC.
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NAME: JIM O'SHEA ENTERPRISES, INC.
AUDIT NUMBER.....H98000007576
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/22/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1998

ACE INDUSTRIES, INC.

SUBJECT: JIM O'SHEA ENTERPRISES, INC.
REF: W98000009014

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Tracy Augsburg
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FAX Aud. #: H98000007576
Letter Number: 398A00021823

H98-7576

**ARTICLES OF INCORPORATION
OF
JIM O'SHEA ENTERPRISES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I - NAME

The name of the corporation shall be Jim O'Shea Enterprises, Inc., and its business shall be carried on in the State of Florida and such other states and countries as may be agreed upon.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 9409 U.S. 19, Gulfview Square Mall, Port Richey, FL 34668, or such other place as from time to time is designated.

ARTICLE III - SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial Registered Office of this corporation is 1103 Florida Avenue, Suite 4, Palm Harbor, FL 34683. The name of the initial registered agent of this corporation at that address is Ronald F. Peck.

Prepared by:
acel Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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acel Industries, Inc.
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Miami, FL 33136
(305) 358-2571

H98-7576

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ARTICLE V - INCORPORATOR

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

Jim O'Shea
9409 U.S. 19
Gulfview Square Mall
Port Richey, FL 34668

ARTICLE VI - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE VII - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

Jim O'Shea, Director and President
9409 U.S. 19
Gulfview Square Mall
Port Richey, FL 34668

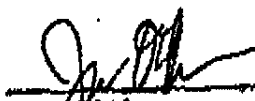
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ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, Jim O'Shea has hereunto executed these Articles of Incorporation this 21st day of April, 1998.



Jim O'Shea

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H98-7576


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AN AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Florida Statute, the following is submitted:

That Jim O'Shea Enterprises, Inc., organized under the laws of the State of Florida, with its principal place of business being be 9409 U.S. 19, Gulfview Square Mall, Port Richey, FL 34668, has named Ronald F. Peck, 1103 Florida Avenue, Suite 4, Palm Harbor, FL 34683 as its registered agent to accept process within this State.

Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ronald F. Peck
1103 Florida Ave., Suite 4
Palm Harbor, FL 34683

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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