

P98000043767

TRANSMITTAL LETTER

DATE: May 11, 1998

TO: Florida Department of State
Division of Corporations

FROM: Scott Vining
4437 Carriage Crossing Drive
Jacksonville, FL 32218
Phone: 904-333-0254

Fax: 904-741-5417

000002520580--8
-05/12/98--01073--004
*****70.00 *****70.00

Dear Sirs:

Enclosed you will find a copy of the Articles of incorporation for AC Holdings, Inc. along with the required filing fee. Please record these and mail the remaining copy to the address noted above.

Thank you for your help.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 2:01

6-14
25

**ARTICLES OF INCORPORATION
OF
AC Holdings, Inc.**

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

ARTICLE I

The name of this Corporation is AC Holdings, Inc.

ARTICLE II

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Florida is 4437 Carriage Crossing Drive, Jacksonville, Florida 32258.

ARTICLE III

The total number of shares of capital stock which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of the par value of one cent (\$.01) each, divided into (a) Seven Million Five Hundred Thousand (7,500,000) shares of common stock and (b) Two Million Five Hundred Thousand (2,500,000) shares of preferred stock (the "Preferred Stock"). There is hereby expressly vested in the Board of Directors the authority to fix in the resolution or resolutions providing for the issue of each series of Preferred Stock, the voting power and the designations, preferences and relative, participating, optional or other rights of each series, and the qualifications, limitations or restrictions thereof. Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors, each such series to be distinctly designated.

ARTICLE IV

The name and Florida street address of the initial registered agent is Scott Vining, President, Southeast Capital Advisors, Inc., 4437 Carriage Crossing Drive, Jacksonville, Florida 32258.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is: Scott Vining, 4437 Carriage Crossing Drive, Jacksonville, Florida 32258.

ARTICLE VI

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of Directors of this Corporation shall not be less than one (1) nor more than twelve (12) as may be fixed by, or in the manner provided in the By-Laws of this Corporation.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAY 12 PM 2:01

ARTICLE VII

The purpose of the Corporation and the object and purposes to be transacted, promoted, or carried on by AC Holdings, Inc. is any lawful act or activity for which Corporations may be organized under the laws of the United States and of this state.

ARTICLE VIII

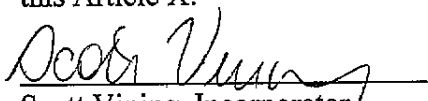
This Corporation may, in accordance with its by-laws, indemnify any officer or director or any former officer or director, to the extent permitted by law.

ARTICLE IX

This Corporation shall be of perpetual existence.

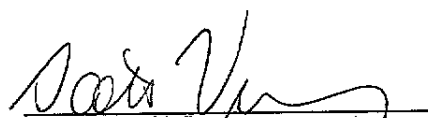
ARTICLE X

From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time proscribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article X.


Scott Vining, Incorporator

5/11/98
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Scott Vining, Registered Agent

5/11/98
Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 2:01