

P98000049123

NESTOR B. GORFINKEL
CHARTERED
Attorney & Counselor At Law

Concourse Plaza, Suite 401
1111 Kane Concourse
Bay Harbor Islands, Florida 33154-2029

Telephone: (305) 866-0021
Telecopier: (305) 866-679
email: nestor@usa.net

May 27, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Transmittal Letter for Florida Corporation;
Subject: ACES UP, INC.

Dear Sir or Madame:

500002540835--7
-05/29/98--01059--012
****122.50 ****122.50

Enclosed please find an original and one copy of the Articles of Incorporation, together with a check in the amount of \$ 122.50 (\$35.00 filing fee, \$35.00 designation of registered agent fee and \$52.50 for certified copy of the certificate of status).

Kindly return the certificate with the original stamped articles in the enclosed pre-addressed stamped envelope. If you have any questions, please feel free to contact me.

Very truly yours,


Nestor B. Gorfinkel
NBG/msg

encl.

APPROVED
AND
FILED
98 MAY 29 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 2 1998

ARTICLES OF INCORPORATION
OF
ACES UP, INC.

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

ARTICLE I NAME

The name of the Corporation shall be:

ACES UP, INC.

The principal place of business of the Corporation shall be:

1523 Washington Avenue
Miami Beach, Florida 33139

ARTICLE II NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, territory or nation.

ARTICLE III CAPITAL STOCK

The Corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.

ARTICLE IV DURATION

This Corporation is to exist perpetually.

ARTICLE V REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the Corporation is:

Nestor B. Gorfinkel, Esq.
1111 Kane Concourse #401
Bay Harbor Islands, Florida 33154

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 29 PM 1:16

APPROVED
AND
FILED

THIS DOCUMENT WAS PREPARED BY:
Nestor B. Gorfinkel, Esq.
1111 Kane Concourse #401
Bay Harbor Islands, Florida 33154
FBN: 350699

ARTICLE VII INCORPORATOR

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

Nestor B. Gorfinkel, Esq.
1111 Kane Concourse #401
Bay Harbor Islands, Florida 33154

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of May, 1998.



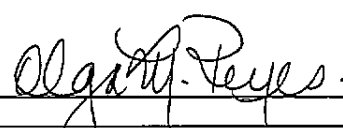
Incorporator

State of Florida }
County of Miami-Dade }

The foregoing instrument was acknowledged and sworn to before me this 27th day of May, 1998, by Nestor B. Gorfinkel, Incorporator of Aces Up, Inc.



OLGA M. REYES
COMMISSION # CC 518056
EXPIRES DEC 14, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.



Notary Public, State of Fla.
My Commission Expires:

Personally known ✓ or produced identification _____

Type of Identification Produced _____

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 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 Section 607.325, Florida Statutes.



Nestor B. Gorfinkel, Registered Agent

5-27-98
Date

98 MAY 29 PM 1:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

APPROVED
AND
FILED