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6/04/98

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FAX AUDIT NUMBER: H98-000010376 HAS A CURRENT STATUS OF REJECTED
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FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST

MIAMI, FL 33136-2890 US

CONTACT NAME: PAM FRIEDMAN

PH: (305)358-2571

USERID: 070744001530 ACCOUNT: 070744001530 SUB-ACCOUNT:

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CORPORATE NAME: CARPE DIEM, INC.

DEPOSIT(S):

CERTIFIED COPY: 1

CERTIFICATE OF STATUS: 0

FAX PHONE NUMBER: (305)358-7832

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98 JUN -4 AM 9:16
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TALLAHASSEE FLORIDA

Bm 6/4/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1998

ACE INDUSTRIES

SUBJECT: CARPE DIEM, INC.
REF: W98000012739

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Becky McKnight
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FAX Aud. #: H98000010376
Letter Number: 898A00031374

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98- 10376

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: CARPE DIEM/USA, INC.

Address of Corporation: 270 PINE CIRCLE

BOCA RATON, FL 33432

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: STEPHEN JAMES ROSS

REGISTERED OFFICE: 270 PINE CIRCLE

BOCA RATON, FL 33432

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

06 / 03 / 98
Date


Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. STEPHEN JAMES ROSS, 270 PINE CIRCLE, BOCA RATON, FL 33432

2. JULIE JEAN ROSS, 270 PINE CIRCLE, BOCA RATON, FL 33432

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

STEPHEN JAMES ROSS

270 PINE CIRCLE

BOCA RATON, FL 33432

In witness whereof, I have subscribed my name:


Signature of Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Prepared by: Ace Industries, Inc., 54 NW 11th Street, Miami, FL 33136, (305) 358-2571