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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 358-7832

FLORIDA PROFIT CORPORATION OR P.A.**SICK HUMOR, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation: SICK HUMOR, INC.

Address of Corporation: 296 HAMMOCK POINT SOUTH
JUPITER, FL 33458

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of _____ (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: KENNETH A. SCHEPPKE

REGISTERED OFFICE: 296 HAMMOCK POINT SOUTH
JUPITER, FL 33458

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

02 / 08 / 99
Date

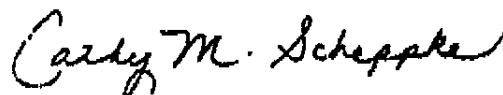

Signature of Registered Agent

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. CATHY M. SCHEPPKE, P.O. BOX 2764, JUPITER, FL 33458-2764 (PRES.)
2. KENNETH A. SCHEPPKE, P.O. BOX 2764, JUPITER, FL 33458-2764 (V.P.)
3. CATHY M. SCHEPPKE, P.O. BOX 2764, JUPITER, FL 33458-2764 (SEC/TREAS.)

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

CATHY M. SCHEPPKE
296 HAMMOCK POINT SOUTH
JUPITER, FL 33458


Signature of Incorporator

In witness whereof, I have subscribed my name:

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