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CHAMBERLIN LAW OFFICE, P. A.

G. RICHARD CHAMBERLIN
ATTORNEY AND COUNSELOR AT LAW
14950 SOUTH HIGHWAY 441
SUMMERFIELD, FLORIDA 34491
(352) 245-4848
TELEFAX (352) 245-8155

MEMBER OF:
FLORIDA AND GEORGIA BAR

MAILING ADDRESS:
POST OFFICE BOX 3370
BELLEVUE, FLORIDA
34421-3370

February 4, 1999

VIA OVERNIGHT EXPRESS MAIL

DIVISION OF CORPORATIONS
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

000002765750--1
-02/05/99--01044--015
*****70.00 *****70.00

RE: ACE HIGH LOUNGE, INC.

Dear Sir/Madame,

Enclosed please find an Original and (1) copy of Articles of Incorporation for profit for the above mentioned corporation.

Our check number 3808, is also enclosed in the amount of \$70.00, for filing of the articles.

PLEASE NOTE THE REGISTERED AGENT IS LISTED ON PAGE TWO, ARTICLE NUMBER VI.

Thank you for your attention and kind response in this matter.

With kind regards,

G. Richard Chamberlin

G. Richard Chamberlin, Esq.
signed in his absence to not
delay mailing of documents.
By: Roxene A. Chamberlin

99 FEB 5 PM 3:44
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/rac

Enclosures: Articles of Incorporation
Check

599-5760
FEB 9 1999
15

**ARTICLES OF INCORPORATION
OF
ACE HIGH LOUNGE, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of the Corporation is:

ACE HIGH LOUNGE, INC.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of Common Stock, One Dollar par value.

**ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of stockholders.

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9 FEB -5 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI
PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's principal office is 9860 SE 145th Place, Summerfield, Florida 34491. The street address of the initial registered office of this Corporation is 9860 SE 145th Place, Summerfield, Florida 34491, and the name of the initial registered agent of this corporation at such address is Greg Rokisky.

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION FOR PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Greg Rokisky
9860 SE 145th Place
Summerfield, Florida 34491

ARTICLE VIII
INCORPORATORS

The name and address of the Corporation's incorporator is:

Greg Rokisky
9860 SE 145th Place
Summerfield, Florida 34491

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

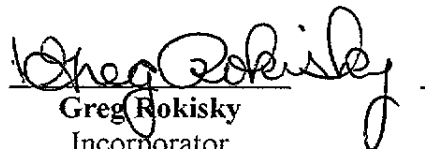
ARTICLE X
LIMITATION ON STOCKHOLDER SUITS

Stockholders shall not have a cause of action against the Corporation's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

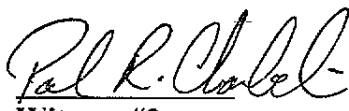
* * *

IN WITNESS WHEREOF, we have subscribed our names this 1st day of February, 1999.

*Signed, Sealed & Delivered
In Our Presence*


Greg Rokisky
Incorporator
&
Registered Agent


Witness #1

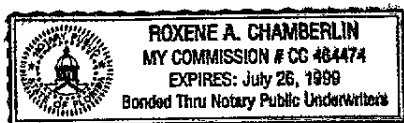

Witness #2

FILED
99 FEB -5 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA }
COUNTY OF MARION } ss.:

THE FOREGOING INSTRUMENT was acknowledged before me, on the 1st day of
February, 1999, by **Greg Rokisky**, who are personally known to me or who produced
FLDL# as identification and who did/ did not take an oath.
R320-295-61-135-C

Roxene A. Chamberlin
Notary Public



Roxene A. Chamberlin
Print Name

commission expiration:
commission No.: