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Florida Department of State
Division of Corporations
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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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PAYTON COYNNE RACING, INC.

Certificate of Status	0
Certified Copy	1
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BM 2/24/99

H99- 4487

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: PAYTON COYNNE RACING, INC.

Address of Corporation: 300 BISCAYNE BLVD. WAY, #303
MIAMI, FL 33131

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: LUIZ COELO

REGISTERED OFFICE: 300 BISCAYNE BLVD. WAY, #303
MIAMI, FL 33131

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

02 / 24 / 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.

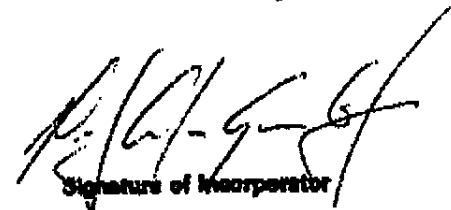
1. LUIZ COELO, 300 BISCAYNE BLVD. WAY, #303, MIAMI, FL 33131
- 2.
- 3.

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

LUIZ COELO
300 BISCAYNE BLVD. WAY, #303
MIAMI, FL 33131

In witness whereof, I have subscribed my name:


Signature of Incorporator

H99- 4487

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