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W. Morgan Speer

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A Professional Association

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002816471--2
-03/24/99--01035--003
*****70.00 *****70.00

Re: Five Aces Corp.

Dear Sir or Madam:

Please find two originally executed copies of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$70 covering the fee for filing. Please return one copy to me after filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,

W. Morgan Speer

W. Morgan Speer

WMS/ser
Enclosure

PH 3/29/99 ✓

ARTICLES OF INCORPORATION

OF

FIVE ACES CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Five Aces Corp. The mailing address and the street address of the corporation's initial principal office shall be c/o William K. Thomas, Jr., 1901 West Cass Street, Tampa, Florida 33606.

ARTICLE II

The general nature of this business to be transacted is:

(a) To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry and transport all kinds of equipment, goods, wares, merchandise, provisions and supplies;

(b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed;

(c) To exercise and enjoy all the rights, powers and privileges incident to corporations for profit, organized and existing by virtue of the laws and Constitution of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issued.

ARTICLE IV

The term of existence of this corporation is perpetual.

ARTICLE V

The name and address of the incorporator is:

W. Morgan Speer, Esquire
W. Morgan Speer, P.A.
450 Royal Palm Way, Suite 401
Palm Beach, Florida 33480

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

W. Morgan Speer, Esquire
W. Morgan Speer, P.A.
450 Royal Palm Way, Suite 401
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner
provided by Florida law.

WITNESS the hand and seal of the said incorporator this

_____ day of March, 1999.

W. Morgan Speer

W. Morgan Speer

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Five Aces Corp., desiring to organize under the laws of the State of Florida with its principal office in the County of Hillsborough, State of Florida, has named W. Morgan Speer, Attorney at Law, located at 450 Royal Palm Way, Suite 401, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

W. Morgan Speer
W. Morgan Speer, Registered Agent

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TALLAHASSEE, FLORIDA