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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

SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

CLOCKWORK VIDEO, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

Article 1: Name of Corporation: CLOCKWORK VIDEO, INC.

Address of Corporation: 14458 AUTUMN AVENUE
WELLINGTON, FLORIDA 33414

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 \$0.01.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: ALEX HANEY
REGISTERED OFFICE: 14458 AUTUMN AVENUE
WELLINGTON, FLORIDA 33414

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

06 / 28 / 99
Date


Signature of Registered Agent

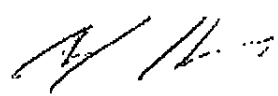
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Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.
1. ALEX HANEY, 14458 AUTUMN AVENUE, WELLINGTON, FLORIDA 33414
2. PATRICK J. HANEY, 14458 AUTUMN AVENUE, WELLINGTON, FLORIDA 33414
3. PAUL R. ULLIMAN, 18770 SE RIVER RIDGE ROAD, TEQUESTA, FLORIDA 33469

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

ALEX HANEY
14458 AUTUMN AVENUE
WELLINGTON, FLORIDA 33414

In witness whereof, I have subscribed my name:


Signature of Incorporator

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