

**P 99000059333**

**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  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**SHOW PALACE HOLDINGS, INC.**

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F. CHESLER JUN 30 1999

H99-16051

ARTICLES OF INCORPORATION  
OF  
SHOW PALACE HOLDINGS, INC.

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES, AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

SHOW PALACE HOLDINGS, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS:

16128 U.S. HIGHWAY 19  
HUDSON, FLORIDA 34667

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

Prepared by:  
ace! Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
(305) 358-2471

1100-11-15

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

16128 U.S. HIGHWAY 19  
HUDSON, FLORIDA 34667

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

NICHOLAS SESSA

ARTICLE VII - NUMBER OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

NICHOLAS SESSA  
7345 DOGWOOD CRESCENT  
SPRING HILL, FLORIDA 34607

SALVATORE SESSA  
1124 GREENTURF ROAD  
SPRING HILL, FLORIDA 34608

ARTICLE IX - INCORPORATORS

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

NICHOLAS SESSA  
7345 DOGWOOD CRESCENT  
SPRING HILL, FLORIDA 34607

ARTICLE X - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

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ARTICLES XI - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

DANIEL GRESACK	25 SHARES
MARC GRESACK	25 SHARES
NICHOLAS SESSA	25 SHARES
SALVATORE SESSA	25 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 28TH DAY OF JUNE, 1999.

  
NICHOLAS SESSA

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STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED Nicholas Vessu TO ME  
WELL KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL, THIS 28th DAY OF  
June, 1999

Marybeth Conway  
NOTARY PUBLIC, STATE OF FLORIDA



PRINT MARYBETH CONWAY OF  
NOTARY PUBLIC

PERSONALLY KNOWN ✓ OR  
TYPE OF IDENTIFICATION PRODUCED \_\_\_\_\_

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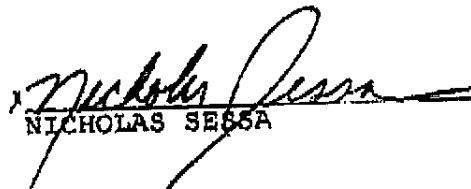
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

SHOW PALACE HOLDINGS, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH  
ITS PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION  
AT 16128 U.S. HIGHWAY 19, HUDSON, COUNTY OF PASCO, STATE OF  
FLORIDA, HAS NAMED NICHOLAS SESSA, AT THAT ADDRESS, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND  
AGREE TO COMPLY WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO  
KEEPING OPEN SAID OFFICE.

  
NICHOLAS SESSA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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