

99000061149

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ACE PRODUCTIONS, INC.

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*****78.75 *****78.75

- Art of Inc. File Cert
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
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- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
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- UCC 1 or 3 File
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTRY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Signature

Requested by:

CD 7-7-99 11:00
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Walk-In _____ Will Pick Up _____

JUL 08 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 7, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: ACE, INC.
Ref. Number: W99000015635

We have received your document for ACE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

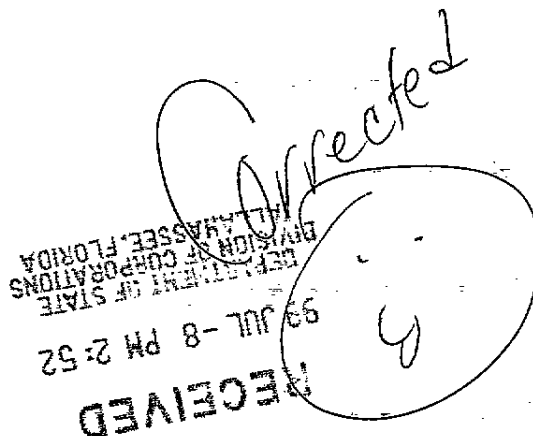
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 399A00035253



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ACE PRODUCTIONS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article 1. Name

The name of this corporation is:

ACE PRODUCTIONS, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

320 N. E. 23 Street
Miami, FL 33137

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of state of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

Article 5. Capital Stock

The corporation is authorized to issue Five Hundred (500) shares at One (\$1) Dollar par value.

Article 6. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Steve Harivel
320 N. E. 23 Street
Miami, FL 33137

Article 7. Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

Steve Harivel
320 N. E. 23 Street
Miami, FL 33137

Article 8. Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

Steve Harivel
320 N. E. 23 Street
Miami, FL 33137

Article 9. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him or her to exercise his or her preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 11. Removal of Directors

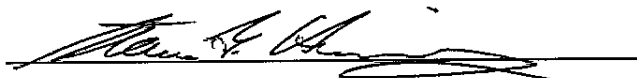
At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

Article 12. Indemnification

The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholder meeting by a majority of the shares entitled to vote thereon.

A handwritten signature in black ink, appearing to read "Steve Harivel", written over a horizontal line.

STEVE HARIVEL

Incorporator

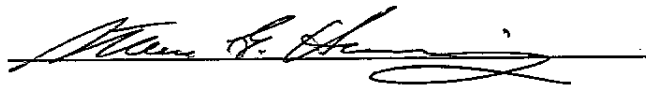
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND DESIGNATING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ACE PRODUCTIONS, INC.
That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Miami-Dade, State of Florida, has named Steve Harivel Located at 320 N. E. 23 Street, Miami, FL 33137 as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above named Corporation, at the 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 said office open.



STEVE HARIVEL

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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