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STANLEY B. LEWIS
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FILED
99 DEC -6 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Admitted in Florida and Arkansas

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December 3, 1999

200003062082-5
-12/06/99-01124-006
*****78.75 *****78.75

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation: ACL ENTERPRISES, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with Check #404 in the sum of \$78.75 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS
ATTORNEY AT LAW
P.O. BOX 69-3692
Miami, Florida 33269

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encls. (3)

D. BROWN DEC - 8 1999

ARTICLES OF INCORPORATION

OF

ACL ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **ACL ENTERPRISES, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 21360 NW 9th Place, #203, Miami, Florida 33169.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 21360 NW 9th Place, #203, Miami, Florida 33169, and ANDY JOHNSON is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

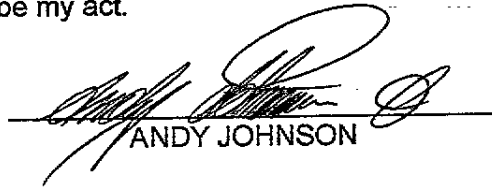
ANDY JOHNSON
21360 NW 9th Place, #203
Miami, Florida 33169

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

ANDY JOHNSON
21360 NW 9th Place, #203
Miami, Florida 33169

IN WITNESS WHEREOF, I, ANDY JOHNSON, the undersigned incorporator, have signed these Articles of Incorporation on this 3rd day of December, 1999, and acknowledged the same to be my act.


ANDY JOHNSON

STATE OF FLORIDA)

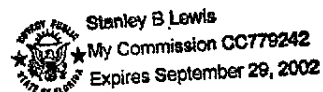
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd day of December, 1999 by ANDY JOHNSON, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida driver's license as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



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

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

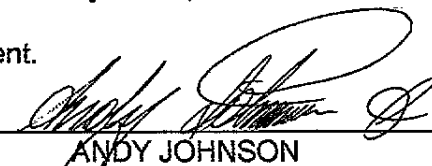
Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the
following is submitted, in compliance with said Acts:

First—That **ACL ENTERPRISES., INC.** 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 **ANDY JOHNSON**, at 21369 NW 9th Place,
#203 in the City of Miami, County of Dade, State of Florida, as its agent to accept service of
process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relating to the proper and complete performance of my duties, and I am familiar with
and accept the obligations of my position as registered agent.

BY: 
ANDY JOHNSON

DATE: 12-3-99