

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.

BOTTOM GROUNDS ENTERTAINMENT, INC.

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ARTICLES OF INCORPORATION SECRETARY OF STATE TALLAHASSEE, FLORIDA

Article 1: Name of Corporation: BOTTOM GROUNDS ENTERTAINMENT, INC.

Address of Corporation: 500 NORTHEAST 58 STREET MIAMI, FLORIDA 33137

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 OMIT. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: JAMES C. DUNN III REGISTERED OFFICE: 500 NORTHEAST 58 STREET MIAMI, FLORIDA 33137

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

12 / 27 / 99 Date

[Signature] Signature of Registered Agent

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. JAMES C. DUNN III, 500 NORTHEAST 58 STREET, MIAMI, FLORIDA 33137
2. CHRISTOPHER B. DUNN, 500 NORTHEAST 58 STREET, MIAMI, FLORIDA 33137
3.

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

JAMES C. DUNN III 500 NORTHEAST 58 STREET MIAMI, FLORIDA 33137

In witness whereof, I have subscribed my name:

[Signature] Signature of Incorporator

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