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TALLAHASSEE, FLORIDA

6/05/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001  
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530  
CONTACT: PAM FRIEDMAN  
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: ORMONDE PRESENTATIONS, INC. OF FLORIDA  
AUDIT NUMBER.....H97000009263  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

June 6, 1997

ACE INDUSTRIES, INC.

SUBJECT: ORMONDE PRESENTATIONS, INC. OF FLORIDA  
REF: W97000013259

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H97000009263  
Letter Number: 197A00030575

*Please resubmit —  
everything is consistent.*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

OF

Ormonde Presentations, Inc. of Florida

**ARTICLE I**

**NAME**

The name of this corporation is: Ormonde Presentations, Inc. of Florida, with its principal office located at 5422 Carrier Drive, Suite 207, Orlando, FL 32819.

**ARTICLE II**

**DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

HA7-9263 The street address of the initial registered agent of this corporation is: Haley, Sinagra &

PREPARED BY:  
SCS INDUSTRIES, INC.

54 NW 11th Street  
Miami, FL 33136

305-350-9971

P 03

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Perez, P.A., 100 Southeast Third Ave., Ste. 1900, One Financial Plaza, and the name of the initial registered agent of this corporation at that address is: Howard S. Toland, Esquire.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are: Yosef Yosifove, President, 5422 Carrier Drive, Suite 207, Orlando, FL 32819 and Steve Ormonde, Secretary, 27184 Ortega Highway, Suite 206, San Juan Capistrano, CA 92675.

**ARTICLE VII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Yosef Yosifove, 5422 Carrier Drive, Suite 207, Orlando, FL 32819.

**ARTICLE VIII**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

**ARTICLE IX**

**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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**ARTICLE X**

**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**

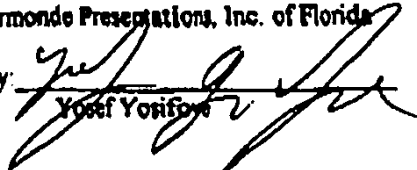
**AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of May, 1997.

Ormonde Presentations, Inc. of Florida

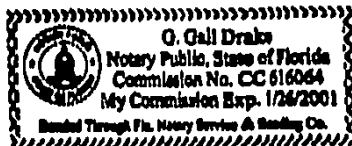
By: Yusef Yousifov



STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of May, 1997, by Yusef Yousifov who is personally known to me or who has produced drivers license (FL) as identification and who did take an oath.



O. Gall Drake  
NOTARY PUBLIC  
My Commission Expires: 1/26/2001  
Commission No. CC616064

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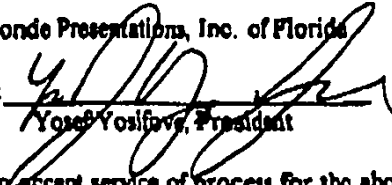
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DESIGNATION AND ACCEPTANCE  
OF  
REGISTERED AGENT

In pursuance of Chapters 48.091 and 607, Florida Statutes, Ormonde Presentations, Inc. of Florida, having filed its Articles of Incorporation contemporaneously herewith, with its principal office as indicated therein at: 5422 Carrier Drive, Suite 207, Orlando, Florida 32819 has named Howard S. Toland, Esquire located at Haley, Sinagra & Perez, P.A., 100 Southeast Third Ave., Ste. 1900, One Financial Plaza, Ft. Lauderdale, FL 33394 as its registered agent to accept service of process within this State.

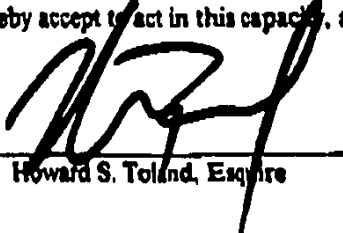
Ormonde Presentations, Inc. of Florida

By:

  
Yusef Yosifov, President

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:

  
Howard S. Toland, Esquire

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