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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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MOONLIGHT ADVENTURES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

499-27272

**ARTICLES OF INCORPORATION
OF
MOONLIGHT ADVENTURES, INC.**

I, THE UNDERSIGNED, being of full age, do hereby associate myself, and do hereby agree for associates and assigns, to become a corporation for profit under the laws of the State of Florida, by and under the provisions and statutes of that State, providing for the formation, liability rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions hereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION: The name of this corporation shall be:

MOONLIGHT ADVENTURES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation shall be to carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, 1986, and it is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, 1986.

ARTICLE III

STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock with a nominal or par value of One (\$1.00) Dollar per share.

ARTICLE IV

CORPORATION EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE V

ADDRESS OF CORPORATION: The address of the principal office of this corporation is 1135 LaMarche Drive, Jacksonville, Florida 32005.

ARTICLE VI

INITIAL REGISTERED AGENT: The name and address of the initial registered agent of this corporation is Donald W. Matthews, Esquire, 7952 Normandy Boulevard, Jacksonville, Florida 32221.

ARTICLE VII

DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

The name and address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors shall have been elected and qualified are:

NAME	ADDRESS	OFFICE
Michael R. McKleroy	1135 Lamarche Drive Jacksonville, FL 32205	President
Michael R. McKleroy	1135 Lamarche Drive Jacksonville, FL 32205	Vice President
Michael R. McKleroy	1135 Lamarche Drive Jacksonville, FL 32205	Treasurer
Michael R. McKleroy	1135 Lamarche Drive Jacksonville, FL 32205	Secretary

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ARTICLE VIII

SUBSCRIBERS: The name and address of each subscriber to the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Michael R. McKleroy	1135 Lamarche Drive Jacksonville, FL 32205	100

ARTICLE IX

SELF-DEALING: No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, in or any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

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ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the subscribers, hereunto set our hands and seals this 22nd day of October, 1999.

Michael R. Mckleroy
MICHAEL R. MCKLEROY

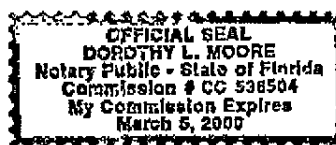
STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL R. MCKLEROY, to me known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles.

WITNESS my hand and official seal on this 22nd day of October, 1999, at Jacksonville, Florida.

Produced ID
ID: FL Driver License
M 246-556-57-461-0

Dorothy L. Moore
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



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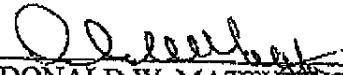
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That MOONLIGHT ADVENTURES, INC. desiring to organize under the laws of the
State of Florida, with its principal office being, 1135 LaMarche Drive, Jacksonville, FL 32205,
has named Donald W. Matthews, Esquire, 7952 Normandy Boulevard, Jacksonville, Florida
32221, as its agent to accept services of process within this state.

Having been named to accept services of process for the above stated corporation, at the
place designated in this certificate, I hereby certify that I am a permanent resident of Duval
County, Florida and hereby accept the designation as Resident Agent.


DONALD W. MATTHEWS, Esquire

Dated: October 22, 1999

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TALLAHASSEE, FLORIDA

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