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Florida Department of State

Division of Corporations
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     Account Name    : EMPIRE CORPORATE KIT COMPANY
     Account Number  : 072450003255
     Phone           : (305)541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

BURELL & ASSOCIATES

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	$78.75

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 28, 2000

EMPIRE

,

SUBJECT: BURELL & ASSOCIATES
REF: W00000002531

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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H00000004605
Letter Number: 700A00004126

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ARTICLES OF INCORPORATION

OF

BURELL & ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I -NAME

The name of the corporation is:

BURELL & ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

To render professional accounting and consulting services and to engage in any and all other activities permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having the par value of one dollar ($1.00). Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

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ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation shall be:

Bayview Executive Plaza
3225 Aviation Avenue
Suite 304
Miami, Florida 33133

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The registered office and resident agent's office of the corporation shall be located at:

Bayview Executive Plaza
3225 Aviation Avenue
Suite 304
Miami, Florida 33133

The name of the registered agent shall be: NEIL A. BURELL

ARTICLE VII - INITIAL 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, but shall never be less than one. The name and street address of the initial director who shall hold office until his successor is elected and has qualified, is as follows:

NEIL A. BURELL
Bayview Executive Plaza
3225 Aviation Avenue
Suite 304
Miami, Florida 33133

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ARTICLE VIII - OFFICERS

The names of the officers who are to conduct the business of the corporation until those elected at the first election, are as follows:

PRESIDENT	:	NEIL A. BURELL
VICE PRESIDENT	:	NEIL A. BURELL
SECRETARY	:	NEIL A. BURELL
TREASURER	:	NEIL A. BURELL

ARTICLE IX - INCORPORATORS

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

NEIL A. BURELL
Bayview Executive Plaza
3225 Aviation Avenue
Suite 304
Miami, Florida 33133

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of the filing of these Articles of Incorporation with the office of the Secretary of State of the State of Florida.

ARTICLE XI - AMENDMENT

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

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ARTICLE XII - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the By-Laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because of such shareholder or shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth the circumstances under which such certificate was lost, stolen or destroyed and

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provided said shareholders agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

ARTICLE XIII - LIMITATION ON RENDITION OF PROFESSIONAL SERVICES

This corporation shall not render professional services except through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State.

ARTICLE XIV - PRE-EMPTIVE RIGHT

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2ND day of Feb, 2000.

(Seal)
Neil A. Burell

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, appeared Neil A. Burell, who is personally known to me ~~or has produced~~ ______________________ ~~as identification~~, and is the individual described herein and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 2nd day of Feb, 2000.

NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
JOY REID
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC771944
MY COMMISSION EXP. SEPT 27,2002

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Burell & Associates
Articles of Incorporation

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for:

BURELL & ASSOCIATES, INC.

at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open such office.

Date:

By: ______________________

Neil A. Burell

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