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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

MICHAEL DESIMONE & CO.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 16, 2004

EMPIRE

SUBJECT: MICHAEL DESIMONE & CO.
REF: W04000006496

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.

Or remove the "&" sing from name.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MICHAEL DeSIMONE, INC.

The undersigned subscriber, for the purposes of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: MICHAEL DeSIMONE, INC.

ARTICLE II

CAPITAL STOCK

The maximum shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE III

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

Prepared By:

JOSEPH R. COLLETTI, ESQUIRE
3550 Biscayne Boulevard, Suite 610
Miami, Florida 33137
(305) 576-2600
FLORIDA BAR NO: 216194

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ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE

The Registered Agent of this corporation is JOSEPH R. COLLETTI and the initial registered office, which is the same office as that of the Registered Agent, is 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137. The management may from time to time move the registered office to any other address in Florida.

ARTICLE VI

INITIAL PRINCIPAL OFFICE MAILING ADDRESS

The initial principal office mailing address of this corporation is 800 West Avenue, Apt 629, Miami Beach, FL 33139. The management may from time to time move the principal office and/or mailing address to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have a minimum of one director and a maximum of three directors, and the names and addresses of the initial Board of Directors, consisting of one member is:

MICHAEL DeSIMONE
800 West Avenue, Apt 629
Miami Beach, FL 33139

ARTICLE VIII

OFFICERS

The names and post office addresses of the officers of this corporation are:

MICHAEL DeSIMONE
President, Secretary, Treasurer

800 West Avenue, Apt 629
Miami Beach, FL 33139

ARTICLE IX

INCORPORATOR

The name and address of the subscriber and incorporator to these Articles of Incorporation is:

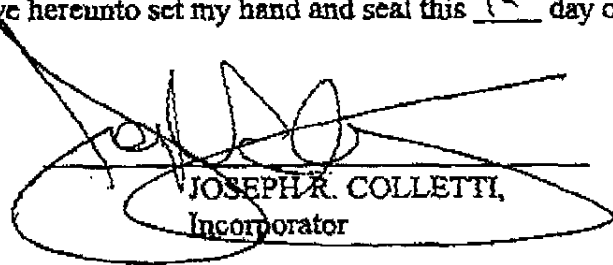
JOSEPH R. COLLETTI
3550 Biscayne Boulevard
Suite 610
Miami, Florida 33137

ARTICLE X

ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "small business corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of February, 2004.


JOSEPH R. COLLETTI,
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 12th day of February, 2004, before me, a Notary Public, authorized in the State and County named above to take acknowledgments, personally appeared JOSEPH R. COLLETTI to me well known to be the person described as Incorporator, in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation, and the facts therein are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, the year and day aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Jacquelyn S. Robledo
My Commission DD180038
Expires February 16, 2007


Identification Produced: _____
Personally known XX

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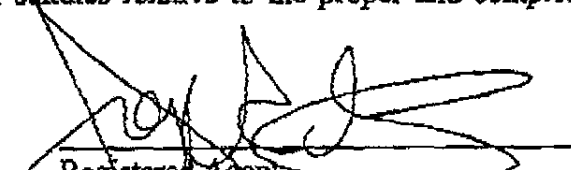
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That MICHAEL DeSIMONE, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business being 800 West Avenue, Apt 629, Miami Beach, FL 33139 has named JOSEPH R. COLLETTI, of 3550 Biscayne Boulevard, Suite 610, Miami, Florida 33137, as its agent to accept service of process within Florida.


JOSEPH R. COLLETTI
Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Registered Agent
DATED: 2/12/04

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TALLAHASSEE, FLORIDA

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