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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 31, 2003

CLIFFORD GRIFFITHS 2158 BELL CREST CIRCLE WEST PALM BEACH, FL 33411

SUBJECT: EMPIRE CAPITAL, LLC Ref. Number: W03000032058

We have received your document for EMPIRE CAPITAL, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

A certificate of existence or a certificate of good standing, dated no more than go days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 245-6020.

Tammi Cline Document Specialist

Letter Number: 303A00059494

Clifford Griffiths 2158 Bell Crest Circle West Palm Beach, FL. 33411

10/23/03

Tel: \$561) 801-3494

Fax: (561) 753-4368

Florida Department of State Registration Section Division of Corporations 409 E. Gaines St. Tallahassee, FL. 32399

To Whom it may concerm,

As the appointed Managing Agent for Empire Capital, LLC, I am hereby making application to do business as foreign company. Enclosed are check for \$ 155.00 which should be aplied to application and a certification. also enclosed is an original copy of corporation and managing agent endosement affidavit. Thank you.

Clifford Griffiths

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. EMPIRE CAPITAL, LLC

(Name of foreign limited liability company)

Ī	(Name of foreign limited liability company)
2.	ISLAND of NEVISI Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
,	company is organized)
4.	10/14/03 5, indefinate
	(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
c	Upon qualification
ο.	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)
7	P. O . Box. 625 Charlestown, Nevis
<i>,</i> .	
	(Street address of principal office)
	(Sect address of principal office)
8.	If limited liability company is a manager-managed company, check here
9.	The name and usual business addresses of the managing members or managers are as follows:
	LaShell Jones
	Lastieli Jories
	P.O. BOX 625 Charlestown , Nevis.
	<u> </u>
	<u>σ</u> ω
10.	Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of recording inside the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a
	translation of the certificate under oath of the translator must be submitted.)
	Nature of business or nurnoses to be conducted or promoted in Florida: Real Estate
11	. Nature of business or purposes to be conducted or promoted in Florida: Real Estate
	Finance and investing
	elt 1 Chas
	Simple of the state of the stat
	Signature of a metaber or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes
	an affirmation under the penalties of perjury that the facts stated herein are true.)
	Clifford Griffiths

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1.	The name of the Limited Liability Company is:
	EMPIRE CAPITAL, LLC.
2.	The name and the Florida street address of the registered agent and office are:
	Cliffird Griffiths
	(Name)
	2158 Bell Crest Circle, West Palm Beach, FL. 33411
	Florida street address (P.O. Box NOT ACCEPTABLE)
	(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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A MEETING OF THE BOARD OF DIRECTORS OF EMPIRE CAPITAL, LLC

At the meeting held at Midtown Building by Empire Capital, LLC, on <u>October 20, 2003</u> at 10:00 am it was resolved that.

- Despen Trust Limited be appointed Manager of the above-mentioned company.
- Clifford Griffiths be appointed Director of the above-mentioned company.

There being no further business the meeting was adjourned at 10:30 am

LaShell Jones Incorporator

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ISLAND OF NEVIS OFFICE OF THE REGISTRAR OF COMPANIES

CERTIFICATE OF GOOD STANDING

I HEREBY CERTIFY that

EMPIRE CAPITAL, LLC

was duly formed and existence commenced under the provisions of the Nevis Limited Liability Company Ordinance 1995, as amended, on

14th October, 2003

I FURTHER CERTIFY that according to the records of this office the said company is in Good Standing and has legal existence as of the date below shown.

Given under my Hand & Seal at Charlestown This 03rd day of November, 2003

Registrar of Companies

CGLIML

No. 5883