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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 : EMPIRE CORPORATE KIT COMPANY  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

STRATTON & FEINSTEIN, P A.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is STRATTON & FEINSTEIN, P A.
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transferred by the corporation shall be to engage in the general practice of accountancy; and the corporation shall further have the power to engage in and to do any lawful act permitted under the laws of the United States of America and of the state of Florida, as limited by the provisions of the Professional Service Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal offices of the corporation shall be located at 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139.
6. The initial Board of Directors shall comprised of one (2) members. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The names and address of the initial Directors are:

<u>Name</u>	<u>Address</u>
DOUGLAS D. STRATTON	407 Lincoln Road, Suite 2A Miami Beach, Florida 33139
BRETT FEINSTEIN	407 Lincoln Road, Suite 2A Miami Beach, Florida 33139

Prepared by: DOUGLAS D. STRATTON, Esq.  
407 Lincoln Road, Suite 2A  
Miami Beach, Florida 33139  
Florida Bar No. 240966  
(305) 672-7772

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The name and address of the incorporator hereof is :

NameAddress

DOUGLAS D. STRATTON

407 Lincoln Road, Suite 2A  
Miami Beach, Florida 33139

8. The formation of the Corporation shall be effective as of the date of the execution and acknowledgment hereof.

9. With respect to all shares of stock of the Corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefor, shall have the pre-emptive right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his had and seal this 14 day of ~~January~~ <sup>Feb.</sup>, 2000.

  
DOUGLAS D. STRATTON, ESQ.

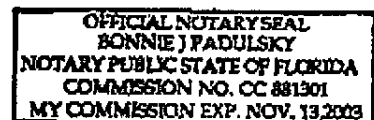
STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared DOUGLAS D. STRATTON, ESQ., who is personally known to me or who has produced Identification for identification, and who did take an oath.

29 WITNESS my hand and official seal in the County and State last aforesaid on this day of February, 2000.

  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE VERIFIED.

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

THAT, STRATTON & FEINSTEIN, P.A., the laws of desiring to organize under the State of Florida, with its principal office at 407 Lincoln Road, Suite 2A, Miami Beach, Florida, 33139, County of MIAMI-DADE, has named Douglas D. Stratton, Esq., located at 407 Lincoln Road, Miami Beach, Suite 2A, Florida, County of Miami-Dade, State of Florida, as the agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service or process for the above stated people, at the place designated the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

  
DOUGLAS D. STRATTON, ESQ.

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