EMPIRE CORP

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Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)541-369

Phone : (305)541-3694 Fax Number : (305)541-3770 OO MAR -3 AM 11: 28
SECREIVER OF STATE

FLORIDA PROFIT CORPORATION OR P.A.

SILICON ALLEY USA, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION SILICON ALLEY USA, INC.

ARTICLE I - NAME

The name of the corporation is:

SILICON ALLEY USA, INC.

ARTICLE II - DURATION

The corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLES V - RIGHTS OF SHARE OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common shares, each having one vote. Nothing in the Articles shall be construed to allow cumulative voting of shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and Registered Office of the Corporation are:

JACK MARTIN COE 1110 BRICKELL AVENUE, PH-1 MIAMI, FLORIDA 33131

This document prepared by:

Robert A. Brandt, Esq. Phone: (305) 374-2202 Fla. Bar No. 311391

1110 Brickell Avenue, PH- H000000009691 Minmi, FL 33131

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The name and address of the initial Director is:

JACK MARTIN COE 1110 BRICKELL AVENUE, PH-1 MIAMI, FLORIDA 33131

ARTICLE VIII - INCORPORATOR

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

JACK MARTIN COE 1110 BRICKELL AVENUE, PH-1 MIAMI, FLORIDA 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer and/or director or any former officer and/or director to the full extent permitted by law.

ARTICLE XI - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence upon filing of these Articles of Incorporation.

ARTICLE XII - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be:

12515 N. KENDALL DRIVE, SUITE 200 MIAMI, FLORIDA 33186-1840

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation on March 1, 2000.

H0000000969**1**

ACK MARTIN COE

MAR-02-2000 17:02 EMPIRE CORP

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

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

First That, SILICON ALLEY USA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at County of MIAMI DADE, State of Florida has named JACK MARTIN COE, located at 1110 BRICKELL AVENUE, PH-1, MIAMI, FLORIDA 33131, County of MIAMI DADE within this State as registered agent of said corporation.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: March 1, 2000

(REGISTERED

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