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Division of Corporations

EMPIRE CORP

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Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 922-4001

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

HISPANIOLA ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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**ARTICLES OF INCORPORATION
OF
HISPANIOLA ENTERPRISES, INC.**

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The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be HISPANIOLA ENTERPRISES, INC.

ARTICLE II. NATURE OF BUSINESS

This Corporation shall engage in all activities permitted under the laws of the United States and of the State of Florida.

ARTICLE III. PRINCIPAL OFFICE

The address of the principal office of this corporation is 6433 SW 20th Court, Miramar, FL 33023. The mailing address is the same.

ARTICLE IV. INCORPORATORS

The name and address of the incorporators of this corporation are:

Roger Desir
6433 SW 20th Court
Miramar, FL 33023

ARTICLE V. PRESIDENT AND VICE PRESIDENT

The initial President of the corporation shall be Roger Desir whose address shall be the same as the principal office of the corporation. The initial Vice President of the corporation shall be Sandra J. Baptiste whose address shall be the same as the principal office of the corporation.

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ARTICLE VI. CORPORATE CAPITALIZATION

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00).

ARTICLE VII. POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VIII. TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX. TITLE

The Corporation, to the extent permitted by the law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 6433 Sw 20th Court, Miramar, FL 33023. The name of the initial registered agent of the Corporation shall be Roger Desir.

ARTICLE XI. BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the

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Corporation, but affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XIV. SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of Shareholders' Restrictive Agreement, if any, is on file at the principal office of the corporation.


ARTICLE XV. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed
the foregoing Articles of Incorporation under the laws of the State of Florida this 28th
day of March, ~~1999~~ ²⁰⁰⁰

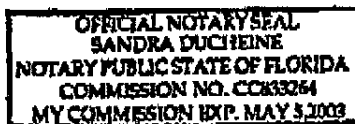

Roger Desir
Incorporator

STATE OF FLORIDA)
COUNTY OF Broward)

The foregoing Articles of Incorporation of Hispaniola Enterprises, Inc. was acknowledged before
me this 28th day of March, 2000 by Roger Desir who is
personally known to me or has produced identification _____


NOTARY PUBLIC

My Commission Expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Roger Desir having a business office located at which is the business office identical with the registered office, and having been designated the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: Roger Desir
Roger Desir

Date:

March 28, 2000

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